

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

<b>In re:</b>	§ <b>Case No. 22-90341 (DRJ)</b>
<b>CORE SCIENTIFIC, INC., et al.,</b>	§ <b>(Chapter 11)</b>
	§ <b>(Jointly Administered)</b>
<b>Debtors.<sup>1</sup></b>	§

**APPLICATION FOR ENTRY OF AN ORDER AUTHORIZING  
THE RETENTION AND EMPLOYMENT OF VINSON & ELKINS LLP AS  
COUNSEL FOR THE OFFICIAL COMMITTEE OF EQUITY SECURITY HOLDERS**

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**IF YOU OBJECT TO THE RELIEF REQUESTED, YOU MUST RESPOND IN WRITING. UNLESS OTHERWISE DIRECTED BY THE COURT, YOU MUST FILE YOUR RESPONSE ELECTRONICALLY AT [HTTPS://ECF.TXSBS.USCOURTS.GOV/](https://ecf.txsbs.uscourts.gov/) WITHIN TWENTY-ONE (21) DAYS FROM THE DATE THIS MOTION WAS FILED. IF YOU DO NOT HAVE ELECTRONIC FILING PRIVILEGES, YOU MUST FILE A WRITTEN OBJECTION THAT IS ACTUALLY RECEIVED BY THE CLERK WITHIN TWENTY-ONE (21) DAYS FROM THE DATE THIS MOTION WAS FILED. OTHERWISE, THE COURT MAY TREAT THE PLEADING AS UNOPPOSED AND GRANT THE RELIEF REQUESTED.**

**TO THE HONORABLE UNITED STATES BANKRUPTCY JUDGE:**

The Official Committee of Equity Security Holders (the “*Official Equity Committee*”) of the above-referenced debtors and debtors in possession (collectively, the “*Debtors*”) hereby files this *Application for Entry of an Order Authorizing the Retention and Employment of Vinson & Elkins LLP as Counsel for the Official Committee of Equity Security Holders Effective As of March 30, 2023* (the “*Application*”) seeking entry of an order (the “*Order*”), substantially in the form attached hereto as Exhibit A, authorizing the Official Equity Committee to retain and employ

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Core Scientific Mining LLC (6971); Core Scientific, Inc. (3837); Core Scientific Acquired Mining LLC (N/A); Core Scientific Operating Company (5526); Radar Relay, Inc. (0496); Core Scientific Specialty Mining (Oklahoma) LLC (4327); American Property Acquisitions, LLC (0825); Starboard Capital LLC (6677); RADAR, LLC (5106); American Property Acquisitions I, LLC (9717); and American Property Acquisitions, VII, LLC (3198). The Debtors’ corporate headquarters and service address is 210 Barton Springs Road, Suite 300, Austin, Texas 78704.

Vinson & Elkins LLP (“*V&E*”) as its counsel effective as of March 30, 2023. In support of this Application, the Debtors submit the Declaration of David S. Meyer, attached hereto as **Exhibit B-1** (the “*Meyer Declaration*”) and the Declaration of Douglas S. Wall, attached hereto as **Exhibit B-2** (the “*Wall Declaration*”) and respectfully submit the following:

**JURISDICTION AND VENUE**

1. The United States Bankruptcy Court for the Southern District of Texas (the “*Court*”) has jurisdiction to consider this matter pursuant to 28 U.S.C. § 1334. This matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A). The Official Equity Committee confirms its consent, pursuant to rule 7008 of the Federal Rules of Bankruptcy Procedure (the “*Bankruptcy Rules*”), to the entry of a final order by the Court in connection with this Motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

2. Venue is proper in this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The statutory bases for the relief requested herein are sections 328(a), 330, 331, and 1103 of title 11 of the United States Code (the “*Bankruptcy Code*”), Bankruptcy Rules 2014 and 2016, rules 2014-1 and 2016-1 of the Local Bankruptcy Rules of the United States Bankruptcy Court for the Southern District of Texas (the “*Local Rules*”), and the *General Order Regarding Procedures for Complex Chapter 11 Cases* (the “*Complex Case Procedures*”).

**BACKGROUND**

4. Commencing on December 21, 2022 (the “*Petition Date*”), the Debtors each filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to sections

1107(a) and 1108 of the Bankruptcy Code. As of the date hereof, no request for the appointment of a trustee or examiner has been made.

5. On January 9, 2023, the United States Trustee for Region 7 (the “*U.S. Trustee*”) appointed the Official Committee of Unsecured Creditors (the “*UCC*”) in these chapter 11 cases pursuant to section 1102 of the Bankruptcy Code. *See Notice of Appointment of Official Committee of Unsecured Creditors* [Docket No. 256]. On March 7, 2023, the Court entered an agreed order directing the appointment of the Official Equity Committee [Docket No. 642] (the “*OEC Appointment Order*”). On March 23, 2023, the U.S. Trustee appointed the Official Equity Committee in these chapter 11 cases pursuant to section 1102 of the Bankruptcy Code. *See Notice of Appointment of Official Committee of Equity Security Holders* [Docket No. 724].

6. Additional information regarding the Debtors and these chapter 11 cases is set forth in the *Declaration of Michael Bros in Support of the Debtors’ Chapter 11 Petitions and First Day Relief* [Docket No. 5].

### **RELIEF REQUESTED**

7. By this Application, the Official Equity Committee seeks entry of the Order, substantially in the form attached as Exhibit A, authorizing the retention and employment of V&E as its counsel in accordance with this Application and the terms and conditions set forth in that certain engagement letter between the Official Equity Committee and V&E effective as of March 30, 2023 (the “*Engagement Letter*”), a copy of which is attached as Schedule 1 to Exhibit B-1 and incorporated by reference.<sup>2</sup>

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<sup>2</sup> The summary of the Engagement Letter contained in this Application is provided for informational purposes only. In the event of any inconsistency between the summary contained herein and the terms and provisions of the Engagement Letter, the terms of the Engagement Letter, as approved by the Court pursuant to the Order, shall control. Capitalized terms used herein but not otherwise defined shall have the meanings ascribed to them in the Engagement Letter.

## **V&E'S QUALIFICATIONS**

8. The Official Equity Committee seeks to retain V&E because, among other reasons, (a) V&E has extensive experience and knowledge in the field of debtors' protections, creditors' rights, and business reorganizations under chapter 11 of the Bankruptcy Code, (b) V&E is widely recognized as one of the world's leading legal advisors to companies operating within the energy industry, (c) V&E has extensive experience and knowledge in handling corporate, capital markets, debt restructuring, and other transactions for companies in a variety of industries, and (d) V&E has significant experience acting as legal counsel to debtors, creditors, and equity security holders in complex chapter 11 cases before the Court.

## **SERVICES TO BE PROVIDED**

9. The Official Equity Committee anticipates that V&E will, among other things, render the following legal services:

- a. provide legal advice with respect to the Official Equity Committee's powers and duties as an official committee of the Debtors' estates in these chapter 11 cases;
- b. prepare on behalf of the Official Equity Committee all necessary motions, answers, orders, reports, and other legal papers in connection with these chapter 11 cases;
- c. take all necessary actions to represent the Official Equity Committee in its communications and negotiations with the Debtors, the U.S. Trustee, the UCC, and other stakeholders (including equity security holders);
- d. represent the Official Equity Committee to discharge its duties in accordance with the OEC Appointment Order (defined below), the record at the hearing thereon, and/or as otherwise may be expanded by the approval of the Court;
- e. consult with the Debtors, the U.S. Trustee, the UCC, and all other creditors and parties in interest concerning the administration of these chapter 11 cases; and
- f. provide representation and all other legal services required by the Official Equity Committee in discharging its duties as an official committee or otherwise in connection with these chapter 11 cases.

## **PROFESSIONAL COMPENSATION**

10. V&E intends to apply for compensation for professional services rendered on an hourly basis and reimbursement of expenses incurred in connection with these chapter 11 cases, subject to the Court's approval and in compliance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the Complex Case Procedures, and any other applicable procedures and orders of the Court, including, among others, the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* [Docket No. 541] and the OEC Appointment Order. V&E shall also make reasonable efforts to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases* in connection with interim and final fee applications to be filed by V&E in these chapter 11 cases.

11. The hourly rates and corresponding rate structure V&E will use in these chapter 11 cases are the same as or similar to the hourly rates and corresponding rate structure that V&E currently uses in other restructuring matters and in many complex corporate, securities, and litigation matters, whether in court or otherwise, regardless of whether a fee application is required. These hourly rates and the corresponding rate structure reflect that such restructuring and other complex matters typically are, *inter alia*, national in scope and involve great complexity, high stakes, and significant time pressures.

12. V&E operates in a national marketplace for legal services in which rates are driven by multiple factors relating to, among other things, the tenure, experience, and specialization of the individual lawyer, V&E's performance and reputation, and the nature and complexity of the work involved.

13. V&E's current hourly rates for matters related to these chapter 11 cases range from \$730 to \$1,920 per hour for attorneys and approximately \$420 per hour for paraprofessionals and other time keepers. V&E's hourly rates are set at a level designed to compensate V&E fairly for the work of its attorneys and paraprofessionals and to cover fixed and routine expenses. Hourly rates vary with the experience and seniority of the individuals assigned. These hourly rates are subject to periodic adjustments to reflect economic and other conditions. These hourly rates are set forth in the Meyer Declaration and are consistent with the rates that V&E currently charges for other similar representations and with the hourly rates that comparable counsel would charge to do work substantially similar to the work V&E will perform in these chapter 11 cases.

14. It is V&E's policy to charge its clients in all areas of practice for identifiable, non-overhead expenses incurred in connection with the client's case that would not have been incurred except for representation of that particular client. It is also V&E's policy to charge its clients only the amount actually incurred by V&E in connection with such items. Examples of such expenses include postage, overnight mail, courier delivery, transportation, computer-assisted legal research, photocopying, airfare, and lodging.

15. V&E is aware of the need to preserve the value of the Debtors' estates for the benefit of all stakeholders. V&E will work efficiently and remain mindful of its chief objective: to help assist the Official Equity Committee discharge its duties by progressing "(a) valuation and (b) negotiations, in each case related to determining the terms of confirmation of a chapter 11 reorganization plan" in these chapter 11 cases.<sup>3</sup>

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<sup>3</sup> See OEC Appointment Order ¶ 8.

**V&E'S DISINTERESTEDNESS**

16. To the best of the Official Equity Committee's knowledge, and except as otherwise set forth in this Application and in the accompanying Meyer Declaration, the partners, counsel, and associates of V&E (a) do not have any connection (as that term is used in Bankruptcy Rule 2014) with any of the members of the Official Equity Committee, their affiliates, any other party in interest, the U.S. Trustee or any person employed in the office of the same, or any judge in the United States Bankruptcy Court for the Southern District of Texas or any person employed in the offices of the same; (b) are "disinterested persons," as that term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code; and (c) do not hold or represent any interest adverse to the Official Equity Committee.

17. The Official Equity Committee understands that V&E will continue to conduct periodic conflicts analyses to determine whether it is performing or has performed services for any significant parties in interest in these chapter 11 cases and will promptly update the Meyer Declaration to disclose any material developments regarding the Official Equity Committee or any other pertinent relationships that come to V&E's attention.

**NO DUPLICATION OF SERVICES**

18. The Official Equity Committee believes that the services performed by V&E will not duplicate or overlap with the services performed by the Official Equity Committee's other retained advisors. V&E understands that the Official Equity Committee intends to submit a separate application to retain FTI Consulting Inc. as financial advisor and may retain additional professionals during the term of the Engagement Letter as otherwise permitted by the Court. As set forth in the Meyer Declaration, V&E will use reasonable efforts to work cooperatively with the

Official Equity Committee to avoid duplication of services provided to the Official Equity Committee by its other retained professionals.

**BASIS FOR RELIEF REQUESTED**

19. Section 328(a) of the Bankruptcy Code authorizes a committee appointed under section 1102 of the Bankruptcy Code, with the Court’s approval, to employ “a professional person under section . . . 1103 of this title.” 11 U.S.C. § 328(a). Section 1103, in turn, requires that an attorney employed to represent a committee “may not, while employed by such committee, represent any other entity having an adverse interest in connection with the case.” 11 U.S.C. § 1103.

20. Bankruptcy Rule 2014(a) requires that a retention application include:

“[S]pecific facts showing the necessity for the employment, the name of the [firm] to be employed, the reasons for the selection, the professional services to be rendered, any proposed arrangement for compensation, and, to the best of the applicant’s knowledge, all of the [firm’s] connections with the debtor, creditors, any other party in interest, their respective attorneys and accountants, the United States trustee, or any person employed in the office of the United States trustee.

Fed. R. Bankr. P. 2014.

21. The Official Equity Committee submits that for all the reasons stated herein and in the Meyer Declaration, the retention and employment of V&E as the Official Equity Committee’s counsel pursuant to sections 328(a) and 1103 of the Bankruptcy Code and Bankruptcy Rule 2014(a) is warranted.

**A. V&E’s Retention is Necessary and is in the Best Interest of the Debtors’ Estates.**

22. The Official Equity Committee submits that V&E’s immediate retention as the Official Equity Committee’s counsel is both necessary and in the best interests of the Debtors’ estates. To the best of the Official Equity Committee’s knowledge, the Debtors are currently finalizing an updated business plan, and will soon thereafter negotiate a chapter 11 plan of

reorganization with key constituents. It is imperative that the Official Equity Committee, which serves a purpose unique to that of any other party in interest, have a seat at the table to evaluate the proposed business plan and participate in negotiations regarding the Debtors' proposed valuation and chapter 11 plan of reorganization. V&E's retention will allow the Official Equity Committee to execute its Court ordered mandate to contribute to the Debtors' valuation and chapter 11 plan of reorganization processes for the betterment of all stakeholders, including specifically all equity security holders.

**B. V&E Neither Holds nor Represents any Interest Adverse to the Official Equity Committee and is a "Disinterested Person" within the Meaning of Section 101(14) of the Bankruptcy Code.**

23. The partners, counsel, and associates of V&E (a) do not have any connection (as that term is used in Bankruptcy Rule 2014) with any of the members of the Official Equity Committee, their affiliates, any other party in interest, the U.S. Trustee or any person employed in the office of the same, or any judge in the United States Bankruptcy Court for the Southern District of Texas or any person employed in the offices of the same; (b) are "disinterested persons," as that term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code; and (c) do not hold or represent any interest adverse to the Official Equity Committee.

24. If new or additional relationships are discovered or arise, V&E will use reasonable efforts to identify them and will promptly file a supplemental declaration, as required by Bankruptcy Rule 2014(a).

**NOTICE**

25. Notice of this Application has been provided by delivery to: (a) the Office of the United States Trustee for the Southern District of Texas; (b) the Debtors, and Weil, Gotshal &

Manges LLP as counsel to the Debtors; (c) the UCC, and Wilkie Farr & Gallagher LLP as counsel to the UCC; (d) Scheef & Stone, L.L.P. as counsel to the Board of Directors of Core Scientific, Inc.; (e) Paul Hastings LLP as counsel to the Ad Hoc Group of Secured Noteholders; (f) counsel to the Replacement DIP Secured Parties; (f) U.S. Bank National Association, as Prepetition Note Agent and Collateral Agent, (g) those persons who have formally appeared in these chapter 11 cases and requested service pursuant to Bankruptcy Rule 2002; (h) the Internal Revenue Service; and (i) all other applicable government agencies to the extent required by the Bankruptcy Rules or the Local Rules. Considering the nature of the relief requested in this Motion, the Debtors submit that no further notice is necessary.

**NO PRIOR REQUEST**

26. No prior application for the relief requested herein has been made to this Court or any other court.

The Official Equity Committee respectfully requests that the Court enter the Order, substantially in the form attached hereto as **Exhibit A**, and grant such other and further relief to which it may be justly entitled.

Dated: April 28, 2023  
Dallas, Texas

/s/ 

Douglas S. Wall  
Authorized Signatory  
Official Committee of Equity Security Holders

**CERTIFICATE OF SERVICE**

I certify that on April 28, 2023, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Paul E. Heath  
One of Counsel

**Schedule 1**

**Engagement Letter**

V&E

April 2, 2023

April 2, 2023

**Attorney-Client Privileged; Confidential**

**Via Email**

Official Committee of Equity Security Holders of  
Core Scientific, Inc., et al

Attn Members:

Aaron Baker ([aaron@alphabravoholdings.com](mailto:aaron@alphabravoholdings.com))  
Brent Berge ([Brent.berge@bergetoyota.com](mailto:Brent.berge@bergetoyota.com))  
Foundry Digital LLC ([rboyle@foundrydigital.com](mailto:rboyle@foundrydigital.com))  
Janice J. Kelly ([Dee.kelly@kellyhart.com](mailto:Dee.kelly@kellyhart.com))  
RBH Holdings, LLC ([rhale@rockhillcap.com](mailto:rhale@rockhillcap.com))  
The Rudolph Family Trust ([laru@reign-deer.com](mailto:laru@reign-deer.com))  
Douglas S. Wall ([wallds@yahoo.com](mailto:wallds@yahoo.com))

Re: Engagement Letter for Chapter 11 Representation of Official Committee of Equity Security Holders of Core Scientific, Inc., et al (the “Official Equity Committee”)

Ladies and Gentlemen:

We are pleased to have the opportunity to represent you in this matter. This letter, the attached Additional Terms of Engagement (“Additional Terms”), and any order authorizing the employment and retention of V&E as counsel for the Official Equity Committee entered by the United States Bankruptcy Court for the Southern District of Texas (the “Bankruptcy Court”), shall set forth the terms of our engagement.

*Clients*

Our only client for this engagement is the “Official Equity Committee”, or “you”, the members of which were appointed pursuant to the *Notice of Appointment of Official Committee of Equity Security Holders* [Docket No. 724]. The members of the Official Equity Committee are:

1. Aaron Baker,
2. Brent Berge,
3. Foundry Digital LLC,
4. Janice J. Kelly,



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5. RBH Holdings, LLC,
6. the Rudolph Family Trust, and
7. Douglas S. Wall,

or such other members who shall be appointed from time to time by the United States Trustee for the Southern District of Texas (the “U.S. Trustee”). We are not representing any member in their individual capacity or anyone else in this matter. Our duties and responsibilities run to the Official Equity Committee in this matter and not to any other persons, constituents, or entities, including members, parents, subsidiaries, affiliates, portfolio companies, joint ventures, successors, employees, directors, owners, or other stakeholders.

No client may be added to this engagement without our express written agreement, and this engagement will not create an attorney-client or a *de facto* or implied attorney-client relationship with any other person or entity.

#### *Scope of Engagement*

Pursuant to the *Agreed Order Directing the Appointment of an Official Committee of Equity Holders* [Docket No. 642] (the “Appointment Order”), the Bankruptcy Court directed the appointment of the Official Equity Committee in the chapter 11 cases of *Core Scientific, Inc., et al* (the “Chapter 11 Cases”) subject to certain terms and conditions and as otherwise noted on the record at hearings held by the Bankruptcy Court on March 1 and 3, 2023 (collectively, the “Hearing”).

Notably, the Appointment Order limits the scope of the Official Equity Committee’s duties to: “(a) valuation and (b) negotiations, in each case related to determining the terms of confirmation of a chapter 11 reorganization plan” in the Chapter 11 Cases unless otherwise expanded with approval of the Bankruptcy Court upon notice to other parties and a hearing.

We will represent the Official Equity Committee to discharge its duties in accordance with the Appointment Order and as provided on the record at the Hearing, and/or as otherwise expanded by the approval of the Bankruptcy Court. It is important that the members of the Official Equity Committee agree on the scope of the work we will perform on behalf of the Official Equity Committee, so please let me know right away if I have misstated it.

#### *Fees and Other Charges*

Our fees will be based on the time our attorneys and other professionals devote to the matter. Our billing rates vary according to the experience of the individuals and the nature and location of the work.

Our fees and other charges incurred in connection with this engagement will be paid by the debtors in the Chapter 11 Cases (the “Debtors”) pursuant to the Appointment Order, the *Order*



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*Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* [Docket No. 541] and as provided on the record at the Hearing, and shall be subject to Bankruptcy Court approval in accordance with any Bankruptcy Court order authorizing the employment and retention of V&E as counsel for the Official Equity Committee.

The Appointment Order provides for, among other things, a cap (the “Fee Cap”) of \$4.75 million on the fees and expenses of the Official Equity Committee’s advisors that will be paid by the Debtors unless otherwise increased with approval of the Bankruptcy Court upon notice to other parties and a hearing.

Even though the Debtors will pay our fees and other charges, we recognize that we owe our professional obligations to the Official Equity Committee and not the Debtors. We will bill you at our base rates for this type of engagement. We review our billing rates annually, usually in January. If we change them, we will apply those new rates thereafter.

In addition, we may bill for expenses and other charges incurred in this matter, such as travel, couriers, photocopying, certain overtime costs, and computerized research. We may charge for those items whether that work is performed by outside vendors or in-house.

Although the Debtors will pay our invoices as noted above, we will generally submit a single statement to the Official Equity Committee setting forth: (i) the charges for actual work performed and expenses incurred; (ii) time narratives describing such charges; and (iii) the hourly rate of and hours incurred by each timekeeper for services performed.

There may be circumstances in which the aggregate amount of our fees and expenses (along with those of any other advisors to the Official Equity Committee) exceed the Fee Cap and/or certain work falls outside the scope of the Appointment Order. In such circumstances, we will promptly inform the members of the Official Equity Committee. If, at that point, the members nonetheless request that we undertake additional work in accordance with the bylaws governing the Official Equity Committee (the “Bylaws”), the scope of such work and/or related or additional fees would be discussed and agreed in advance with the members of the Official Equity Committee and shall be subject to any necessary approvals of the Bankruptcy Court.

#### *Representation of the Official Equity Committee*

Unless the Official Equity Committee informs us otherwise in writing, we will act on behalf of the members of Official Equity Committee as provided in the Bylaws. Thus, we may only act upon receiving direction or instructions from the delegated chairperson (the “Chairperson”) indicating that four or more members (or such other number constituting at least a majority of a quorum of members, (the “Majority Members”)) support such action.

In addition, while each member of the Official Equity Committee may communicate with us directly, each member has agreed that we will take direction and instructions from the Chairperson based on the support of the Majority Members. If, despite that agreement, we receive



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conflicting instructions, we will try to work out any differences among the members. Even in the face of conflicting instructions, if we are faced with a deadline or other time sensitive action, we are expressly permitted by this agreement to follow the instructions that we receive from the Chairperson based on the direction of the Majority Members.

Any member may withdraw from the Official Equity Committee at any time and for any reason by informing us and the U.S. Trustee in writing. Such withdrawal will not affect our continued representation of the Official Equity Committee, even if our continued representation is adverse to the withdrawing member. Likewise, consistent with the Bylaws, the Majority Members may terminate our representation of the Official Equity Committee at any time and for any reason by informing us and the U.S. Trustee in writing.

*Disclosure of Holdings by Members.* Each member of the Official Equity Committee agrees to disclose to us on its separate signature page to this letter, the aggregate number of shares of common stock of Core Scientific Inc., (the “Common Stock”) it beneficially holds (its “Holdings Data”) as of March 31, 2023, together with its address and a principal contact. If any member of the Official Equity Committee ceases to beneficially own any shares of Common Stock (*i.e.*, the number of shares held is zero), such member agrees to promptly inform us and the U.S. Trustee in writing. Likewise, each member of the Official Equity Committee agrees to update its Holdings Data on the first business day of each month (the “Holdings Calculation Date”) and deliver that information to us within five business days of each Holdings Calculation Date. Each member of the Official Equity Committee acknowledges that its disclosure of this information to us is important to our ability to represent the Official Equity Committee effectively. We will keep the Holdings Data of each member confidential and not disclose that information (even to other members of the Official Equity Committee), unless the member consents in writing, or unless we are required to disclose such information by law or court order, including in a “Bankruptcy Rule 2019 Statement.” Should any person or entity receive any communication from us as to the Official Equity Committee after it no longer beneficially owns any shares of Common Stock, such person or entity should treat that communication as an inadvertent disclosure, kindly destroy the communication and notify us of the same.

*Possible Additional Members.* We recognize that in the future, the U.S. Trustee may appoint certain other beneficial holders of shares of Common Stock to join the Official Equity Committee. We anticipate that the entry of additional members will be consistent with our engagement by the Official Equity Committee as set out in this letter. Upon such time as a new equityholder becomes a member of the Official Equity Committee, we shall run a conflicts check to determine whether any additional disclosures, consents, or waivers might be required. And the addition of any new member will be reflected in a written supplement to this letter.

*Sharing of Information and Confidentiality.* When we represent a committee in a matter, we must be free to share confidential information with all of its members concerning the matter. For example, while our communications with each member of the Official Equity Committee will be privileged and not disclosed to non-clients, what we learn from any member of the Official Equity Committee about this matter can be shared with the other members of the Official Equity



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Committee. Each member of the Official Equity Committee agrees that we may share information in this manner in connection with our representation of the Official Equity Committee.

If an individual member of the Official Equity Committee withdraws or is removed from the Official Equity Committee (including as a result of the member no longer beneficially owning any shares of Common Stock) in this matter, he or she agrees that we may continue to represent the Official Equity Committee in this matter, even if we may take positions adverse to such member's interests in this matter or in any subsequent negotiations or related proceedings, and (iii) we may continue to use any confidential information we have concerning this matter, even if that use is adverse to such member or advantageous to the remaining members in this matter and in any subsequent negotiations or related proceedings.

*Possible Loss of Privilege.* Finally, you acknowledge that, if there is a lawsuit or other dispute among the members of the Official Equity Committee, (i) communications between members and the Firm made in this matter might no longer be protected by the attorney-client privilege, and (ii) the information in those communications might be used in a manner prejudicial to any member.

#### *Conflicts of Interests: Other Clients and Consent to Adverse Representation*

There are three conflict issues to consider at the beginning of a new engagement: whether there are existing conflicts that require your consent; how we will respond if a conflict later emerges concerning this matter; and how we will treat conflicts regarding other matters in the future.

First, as to existing conflicts concerning this matter, we have run a preliminary conflicts check on the names of certain key people and entities based on our preliminary review of the Chapter 11 Cases. That check indicates Apollo Global Management, L.P. and certain of its affiliates ("Apollo") and BlackRock Financial Management, Inc. and certain of its affiliates ("BlackRock") have been clients of the firm for a number of years; we currently represent Apollo and BlackRock in connection with a variety of matters that are not related to the Debtors or the Chapter 11 Cases. We do not believe that our work for Apollo and/or BlackRock will impair or materially limit our ability to represent you here. To the contrary, we are confident we will be able to competently and diligently represent you. So far as we can determine, the factual and legal issues likely to arise in this matter appear to be unrelated to the work we are doing or are likely to do for Apollo and/or BlackRock. Further, in representing you, we will take appropriate steps to protect your confidential information. To proceed with this matter, we need each member of the Official Equity Committee to agree that we may continue to represent Apollo and BlackRock in current and future matters, and that each member waives any conflicts of interest that exist or might arise from such matters.

Second, it is possible that a conflict could emerge during the course of this matter. For instance, depending on the circumstances, a conflict might arise if another one of our clients, represented by another law firm, becomes adverse to you here. Should that happen, we will take



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appropriate steps to protect your confidential information, and each member of the Official Equity Committee consents to our representation of that client in other unrelated matters.

Third, during the time that we are representing you, situations or issues may arise between the Official Equity Committee or its members and other clients of the Firm in other matters. As you know, we are a large firm and represent many clients, especially in the energy, financial services, private equity, restructuring, and technology fields. Given the scope of our business and client relationships, it is possible that some of our present or future clients may be competitors of the Debtors or of certain members of the Official Equity Committee or otherwise have interests that differ from the Official Equity Committee or its members. This is not an exclusive agreement, and you are free to retain any other counsel of your choosing. But by retaining us, you agree that we are free to represent other clients whose interests are, or may be, materially and directly adverse to yours, except in litigation or arbitration against you, in any matter unless (i) the matter is substantially related to our representation of you, or (ii) there is a significant risk that the representation of the other client would materially limit our ability to represent you. Each member of the Official Equity Committee waives any conflict of interest that might arise from those matters. For purposes of this agreement, two matters are substantially related if their facts are so closely related that a genuine threat exists that factual confidential information revealed by the client in one matter will be divulged to that client's adversary in the other. We would be materially limited if our representation of another client, or our relationship with someone else, would materially affect our ability to represent you competently and diligently.

Finally, each member of the Official Equity Committee understands and agrees that as current clients of the Firm, we cannot and will not commence any litigation, adversary proceeding, or other contested matter against Apollo, BlackRock, or any other current clients of the Firm in connection with this matter.

#### *Conclusion of the Matter*

The attorney-client relationship created here will end when we have completed the legal services covered by this engagement letter. If we perform no work on this matter for a period of ninety days, we will consider the matter concluded unless we agree otherwise in writing. If we have no other open matters for you at that time, our attorney-client relationship will be over.

Prior to that, of course, you may end this engagement at any time for any reason by informing us in writing in accordance with its Bylaws. Similarly, we may stop representing you at any time for any reason (including non-payment of fees or due to a conflict of interest), provided we comply with the applicable rules of professional conduct and obtain any necessary Bankruptcy Court approval. If we no longer represent you in this matter, each member of the Official Equity Committee agrees to take all steps necessary to release us from any further obligation to represent you, including signing any documents necessary to complete our withdrawal. If you end this engagement, or if we withdraw, we will request that the Debtors pay us any undisputed outstanding fees and other charges subject to any necessary approval of the Bankruptcy Court, and we will take reasonable steps to assist you in transferring the matter to another law firm.

V&E

April 2, 2023

*Consultation and Other Considerations*

We encourage the members of the Official Equity Committee to consult with other counsel of their choosing regarding the terms of our engagement, particularly those regarding the scope of this engagement and conflict of interest issues. We understand that a member's in-house counsel, if applicable, may fulfill that role.

This letter and the Additional Terms set forth the entire agreement between us and is effective as of March 30, 2023. If they correctly reflect your understanding of the terms of our representation, please sign below and return a copy to me.

We look forward to working with you. Please contact me if you have any questions

Sincerely,

/s/ *David S. Meyer*

David S. Meyer  
Partner

V&E

April 2, 2023

**AGREED TO AND ACCEPTED  
BY THE FOLLOWING EQUITYHOLDER AND  
MEMBER OF THE OFFICIAL EQUITY COMMITTEE:**

Name: Aaron Baker

Aggregate number of shares of Common Stock beneficially held: 1,036,865

By:



Address: Alpha Bravo Holding Co.

2895 W. Capovilla Ave #140  
Las Vegas, NV 89119

Principal Contact: Aaron Baker

E-Mail: aaron@alphabravoholdings.com

Tel. No.: 702-830-1741

V&E

April 2, 2023

**AGREED TO AND ACCEPTED  
BY THE FOLLOWING EQUITYHOLDER AND  
MEMBER OF THE OFFICIAL EQUITY COMMITTEE:**

Name: Brent Berge

Aggregate number of shares of Common Stock beneficially held: 5,284,101

By: 

Address: 6718 E Rovey Avenue  
Paradise Valley  
AZ 85253

Principal Contact: Brent Berge

E-Mail: brent.berge@bergetoyota.com

Tel. No.: 602 - 430 - 3673

V&E

April 2, 2023

**AGREED TO AND ACCEPTED  
BY THE FOLLOWING EQUITYHOLDER AND  
MEMBER OF THE OFFICIAL EQUITY COMMITTEE:**

**Name: Foundry Digital LLC**

**Aggregate number of shares of Common Stock beneficially held: 2,095,790**

**By: /s/ Ryan Boyle**

**Address: 1100 Pittsford Victor Rd.**

**Pittsford, NY 14534**

**Principal Contact: Ryan Boyle**

**E-Mail: rboyle@foundrydigital.com**

**Tel. No.: 646-456-4195**

V&E

April 2, 2023

**AGREED TO AND ACCEPTED  
BY THE FOLLOWING EQUITYHOLDER AND  
MEMBER OF THE OFFICIAL EQUITY COMMITTEE:**

**Name: Janice J. Kelly**

**Aggregate number of shares of Common Stock beneficially held: 146,413**

**By: /s/ Dee Kelly**

**Address: 201 Main St., Ste, 2500**

**Fort Worth, TX 76102**

**Principal Contact: Dee Kelly**

**E-Mail: dee.kelly@kellyhart.com**

**Tel. No.: 817-332-2500**

V&E

April 2, 2023

**AGREED TO AND ACCEPTED  
BY THE FOLLOWING EQUITYHOLDER AND  
MEMBER OF THE OFFICIAL EQUITY COMMITTEE:**

**Name: RBH Holdings, LLC**

**Aggregate number of shares of Common Stock beneficially held: 1,366,381**

**By: /s/ Randall B. Hale**

**Address: 3737 Buffalo Speedway, Ste. 1800**

**Houston, TX 77098**

**Principal Contact: Randall B. Hale**

**E-Mail: rhale@rockhillcap.com**

**Tel. No.: 713-304-8262**

V&E

April 2, 2023

**AGREED TO AND ACCEPTED  
BY THE FOLLOWING EQUITYHOLDER AND  
MEMBER OF THE OFFICIAL EQUITY COMMITTEE:**

Name: The Rudolph Family Trust

Aggregate number of shares of Common Stock beneficially held: 6,940,704

By: 

Address: Lawrence Rudolph, Trustee  
613 Canyon Green Dr.  
Las Vegas, NV 89144

Principal Contact: Lawrence Rudolph

E-Mail: Lars@724management.com

Tel. No.: 310909-9745

V&E

April 2, 2023

**AGREED TO AND ACCEPTED  
BY THE FOLLOWING EQUITYHOLDER AND  
MEMBER OF THE OFFICIAL EQUITY COMMITTEE:**

**Name: Douglas S. Wall**

**Aggregate number of shares of Common Stock beneficially held: 700,000**

**By: /s/ Douglas S. Wall**

**Address: 4233 Versailles Ave.**

**Dallas, TX 75205**

**Principal Contact: Douglas S. Wall**

**E-Mail: wallds@yahoo.com**

**Tel. No.: 214-662-9255**



April 2, 2023

## VINSON & ELKINS L.L.P.

### *Additional Terms of Engagement*

These additional terms are an integral part of our agreement with you.

#### **Scope of Our Work**

We provide only legal services. We do not provide business, investment, insurance, underwriting, translation, accounting, financial, or technical services or advice, and you may not rely on us for such advice. Similarly, we do not make business decisions for you, and we do not investigate the character or credit of persons with whom you might be dealing.

Unless specifically included in the “Scope of Engagement” section of the engagement letter, this engagement does not include advice about (i) your disclosure obligations concerning the matter under any applicable law or regulation, including the federal securities laws, (ii) the tax consequences concerning the matter, or (iii) analysis of intellectual property as to freedom to operate, scope of coverage, infringement, validity, or enforceability. We also are not responsible for review of your insurance policies or other documents to determine the possibility of coverage or indemnity for any claim asserted in this matter or for notification of your insurance carriers about the matter. We encourage you to address those issues with other advisors or professionals.

After this matter has concluded, changes in your circumstances or the applicable laws could affect your future rights and obligations. Unless you engage us to do so, we have no obligation to inform you about future legal developments or your future rights and obligations.

#### **Legal Notices to Clients in Certain Jurisdictions**

For New York engagements, New York law requires us to provide you with notice of certain rights in connection with this engagement letter. If a dispute arises between us relating to our fees under this engagement letter, you may have the right to arbitration of the dispute pursuant to Part 137 of the Rules of the Chief Administrative Judge of the Courts of the State of New York. We will send you a copy of those rules upon request. Similarly, certain other jurisdictions may permit arbitration of fees disputes under some circumstances. Also, Texas law requires that we inform clients of the existence of a grievance process. The State Bar of Texas investigates and prosecutes professional misconduct committed by Texas attorneys. Although not every complaint against or dispute with a lawyer involves professional misconduct, the State Bar’s Office of Chief Disciplinary Counsel will provide you with information about how to file a complaint. Please call 1-800-932-1900 for more information. Also, the Supreme Court of Texas has promulgated The Texas Lawyer’s Creed - A Mandate for Professionalism, which states that an attorney should inform a client of the creed’s contents when undertaking a representation. We will send you a copy of the creed upon request. It is also available online at the Texas Bar website, <https://www.texasbar.com>.



April 2, 2023

### **Cooperation and No Guarantees**

It is important that you cooperate fully with us and tell us all information and developments relating to this matter, and we may rely on that information without independently verifying it. We will try to achieve a result in this matter that is satisfactory to you, but we make no promises or guarantees concerning the outcome. For example, we cannot assure you that negotiations will be successful, a proposed transaction will be completed, or the outcome of this matter will be favorable to you. Outcomes in litigation and arbitration are especially hard to predict because of many factors that are beyond the control of clients or counsel. Any statements we make concerning possible outcomes of this matter, the legal significance of possible outcomes, or any other legal matters reflect our professional judgment at that time, but they are not guarantees. Those statements necessarily are limited by our knowledge of the facts and are based on the state of the law at the time they are made.

### **Billing Arrangements and Terms**

You agree to support the Debtors' payment of our invoices in full, and we may request an advance, retainer, or other payment if the Debtors fall behind in their payment obligations or if the scope of the engagement changes subject to the approval of the Bankruptcy Court. The Debtors will also be responsible for paying any taxes required by law (e.g., VAT) directly resulting from this matter. If the Debtors are required to deduct or withhold any taxes from payments due the Firm, or if the Firm or its lawyers are required to pay any taxes directly to any taxing authority, the Debtors will pay us the additional amounts necessary to compensate the Firm for the withholding or additional cost so that, after the withholding or payment of the taxes, the Firm receives the full amount due under its invoices.

In appropriate matters, as an accommodation, we may send our invoices to third-party payors (e.g., an insurer, indemnitor, litigation funder, or borrower). But, if for any reason a third-party payor does not timely pay our invoices, the Debtors will remain fully responsible for paying them. Likewise, even when a third party pays our fees, we owe our professional obligations to you, not to that third party.

Some clients ask us to invoice them using e-billing software or third-party e-billing services. We will do so if it can be done in a way that is technologically practical and consistent with our internal security and IT procedures. If the Debtors ask us to use such a vendor, we will assume that they have negotiated appropriate confidentiality protections and limits on the vendor's use of the information, and that those terms satisfy our confidentiality obligations to you and any cybersecurity guidelines you or the Debtors might send us.

**For Matters Involving eDiscovery:** As you know, litigation matters frequently involve the use of a third party database platform to handle eDiscovery requirements. Some of our clients have their own eDiscovery software tools, and others have made direct arrangements with eDiscovery vendors. If you've already made such arrangements, or if you wish to explore them for this matter, of course we will be happy to use them. If you rely on the Firm to supply an eDiscovery solution, we will use the Relativity platform. The Firm has a relationship with Relativity under which we pay a fee that fluctuates according to several variables, some of which



April 2, 2023

are retrospective. We do not use those same variables in calculating what we charge our clients for using Relativity; our charges to you are generally based on the size of the database, whether it's active or inactive, and the number of user licenses the client requires. We expect that the fees we charge our clients will defray the costs we incur to provide this platform. But because our costs and our revenues fluctuate separately, in some instances the fee you are charged may be more than what we pay Relativity for the service. We cannot tell in advance whether that will be the case for any specific matter in any particular time period. We believe our charges are competitive with, and typically favorable to, the market price for such services, but you are, of course, free to explore other options, and we will follow your instructions either way.

### **Representing Other Attorneys**

We represent attorneys and law firms in professional liability, business, tax, and other matters. This means that we may represent in another matter an attorney or law firm who opposes your interests in this matter. This will not affect our ability to represent your interests in this matter competently and diligently, nor would we pull our punches for one client to benefit another.

### **Personal Investments by Firm Attorneys**

The Firm does not separately track, for conflict of interest purposes, the personal investments made by our attorneys. Many own shares or other interests in companies, mutual funds, various investment vehicles, or real property. Also, some of the Firm's partners may invest together in private equity funds or other similar investment vehicles. In particular, the Firm has organized an investment partnership (the "Fund")—separate from the Firm—in which some partners participate. The Fund sometimes participates in investment opportunities presented by our clients or others. Given the nature of this Firm's practice, at any given time, the Fund (directly or indirectly) might have investments in energy, financial services, private equity, and technology companies or other opportunities. In general, we do not believe that these investments are material either to (i) the entities in which the attorneys or the Fund invest or (ii) the attorneys who have invested. However, if you are concerned about investments in a particular entity, please ask us to canvass our attorneys about any investments in that entity.

### **Law Firm Privilege and Possible Conflict of Interest**

While representing you, circumstances may arise where we believe it is appropriate to consult with the Firm's General Counsel's Office (or with other Firm attorneys working with our General Counsel's Office) on this matter. We will do this at our own expense. To the extent that we are addressing our duties and obligations to you or others, a conflict of interest might arise between you and the Firm. You agree that such consultations are privileged and confidential communications between the Firm and its counsel and therefore are protected from disclosure to you. Each member of the Official Equity Committee also agrees to waive any claim of conflict of interest that exists or might arise out of those consultations.



April 2, 2023

### **Confidentiality and Disclosure of Attorney-Client Relationship**

We will use your confidential information only in connection with representing you. We will not disclose your confidential information, use it to your disadvantage, or use it to the advantage of other clients. Likewise, we will not share with you or use for your benefit confidential information that we receive from other clients. Each member of the Official Equity Committee agrees, however, that we may disclose the existence of this attorney-client relationship and a general description of the nature of the engagement for the limited purpose of obtaining informed consent or a conflicts waiver from another client.

In Firm brochures and other materials or information about our practice, we may identify you as a Firm client, indicate the general nature of our representation of you, and provide examples of engagements handled on your behalf (including this matter). If you do not wish to have your name mentioned in those materials, please inform us in writing.

### **Cybersecurity, Secure Electronic Communications, and Privacy**

We have ISO 27001 certification for our U.S. and U.K. information security management systems that handle Client Materials (defined below). As part of our information security program, we take steps to safeguard data that are entrusted to us, including personal data, as defined by the EU General Data Protection Regulation 679/2016 (“GDPR”) concerning individuals located in the European Union. Our information security program implements technical and organizational measures designed to protect personal data against unlawful, unauthorized, or accidental loss, disclosure, destruction, access, or use. Please do not send us any personal data regarding individuals that is protected by the GDPR, the Health Insurance Portability and Accountability Act (“HIPAA”), or other similar statutes unless you (i) have consent from the data subjects or some other lawful basis to provide their personal data to us, (ii) agree that we may maintain and use that data to represent you, and (iii) agree that we need to use that personal data to carry out our representation of you. If you share with us any personal data that is subject to the GDPR, you and the Firm will act as independent data controllers with our own responsibilities to comply with any applicable obligations of the GDPR or national implementing legislation. While representing you in this matter, if you or others provide us with “special categories of data” or other sensitive personal data, as defined by the GDPR, please inform us in writing so that we may consider whether to take any additional steps to safeguard the information.

### **Local Counsel, Outside Contractors, and Service Providers**

If you need local or special counsel in this matter, you will be responsible for retaining them. We are not responsible for the quality of other counsel’s work even if we provide you with recommendations, instruct them directly, or coordinate with them.

We sometimes use outside contractors and service providers in some areas of our practice or operations. They include vendors, eDiscovery and data-hosting providers, temporary or contract attorneys and paralegals, consultants, advisors, experts, investigators, court reporters, translators, registered agents, local counsel, and other service providers. In performing their services, those people may have access to confidential information, and we will take appropriate



April 2, 2023

steps to preserve the confidentiality of any such information. Each member of the Official Equity Committee consents to our allowing outside contractors and service providers access to such information as described.

### **Compulsory Process and Post-Engagement Tasks**

After this matter ends, you might ask us, or we might be compelled, to undertake certain post-engagement tasks relating to this matter, such as responding and objecting to subpoenas, searching for and producing documents, preparing for testimony, performing transition work, and other similar activities. In those situations, we will promptly notify and consult with you unless we are legally prohibited from doing so, and you agree to compensate us for the fees and expenses we incur, including payment for the time spent by our attorneys and other timekeepers calculated at our then applicable hourly rates. If we receive a subpoena, we will inform you, if legally permitted to do so. Pending instruction from you, we will attempt to limit the subpoena on any reasonable ground and will object to the subpoena and assert all reasonable arguments against disclosure. If we are ordered by a court to produce documents or other information or are otherwise required to do so by law, you agree that we may produce the documents or other information and that we are not required to file an appeal from that judicial order. Nothing in this engagement letter obligates our attorneys or personnel to submit to interviews or to provide testimony. Performing post-engagement tasks will not constitute providing legal services to you, and it will not create or revive an attorney-client relationship between us.

### **Document Retention and Destruction**

While representing you, we likely will receive or create documents and materials such as correspondence, memoranda, pleadings, exhibits, transcripts, physical evidence, various agreements, transaction documents, and other documents and materials directly and substantively related to the representation (collectively, “Client Materials”). We will keep the Client Materials in files we will create for this matter. You agree that we may maintain some or all of those Client Materials solely in electronic form and that the metadata associated with those electronic documents are not Client Materials.

We also may create and maintain our own materials related to this matter which will belong to us (“Firm Materials”). Firm Materials are prepared for our internal use and include, for example, Firm administrative records, conflicts and new business intake materials and reports, time and billing reports, personnel and staffing materials, credit, expense, and accounting records, administrative and routine internal documents, notes, emails, and drafts not distributed outside the Firm, form files or templates (even if referred to in the course of this matter), and other materials and internal communications not directly and substantially part of the representation.

After the end of this matter, upon your request and assuming our fees and charges have been paid, we will send you the Client Materials at your expense. We reserve the right to retain a copy of the Client Materials. If you ask us to send you paper copies of documents that we maintain solely in electronic form, scan paper documents into an electronic format, or convert electronic documents from one electronic format into another, you agree to pay the associated costs.

V&E

April 2, 2023

If you do not request the Client Materials when this matter ends, we will keep them for a reasonable period of time (currently seven years for most documents) after the end of the matter. In so doing, we will follow our own records retention policy, not yours. Retaining those or other materials does not constitute the performance of legal services for you and does not create or revive an attorney-client relationship between us. After the applicable retention period, we may destroy the Client Materials without any additional notice to you.

**EXHIBIT A**

**Proposed Order**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

<b>In re:</b>	§	<b>Chapter 11</b>
<b>CORE SCIENTIFIC, INC., et al.,</b>	§	<b>Case No. 22-90341 (DRJ)</b>
	§	<b>(Jointly Administered)</b>
<b>Debtors.<sup>1</sup></b>	§	
	§	<b>Re: Dkt. No. ____</b>

**ORDER AUTHORIZING THE RETENTION AND  
EMPLOYMENT OF VINSON & ELKINS LLP AS COUNSEL  
FOR THE OFFICIAL COMMITTEE OF EQUITY SECURITY HOLDERS**

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Upon the application (the “*Application*”)<sup>2</sup> of the Official Equity Committee for the entry of an order (the “*Order*”) authorizing the Official Equity Committee to retain and employ V&E as its counsel effective as of March 30, 2023; and the Court having reviewed the Application, the Meyer Declaration, and the Wall Declaration; and the Court having jurisdiction over the matters raised in the Application pursuant to 28 U.S.C. §§ 157 and 1334; and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2) and that the Court may enter a final order consistent with Article III of the United States Constitution; and the Court having found that venue of this proceeding and the Application in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found based on the representations made in the Application, the Meyer Declaration, and the Wall Declaration that V&E’s employment is in the best interests of

---

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Core Scientific Mining LLC (6971); Core Scientific, Inc. (3837); Core Scientific Acquired Mining LLC (6074); Core Scientific Operating Company (5526); Radar Relay, Inc. (0496); Core Scientific Specialty Mining (Oklahoma) LLC (4327); American Property Acquisition, LLC (0825); Starboard Capital LLC (6677); RADAR LLC (5106); American Property Acquisitions I, LLC (9717); and American Property Acquisitions, VII, LLC (3198). The Debtors’ corporate headquarters and service address is 210 Barton Springs Road, Suite 300, Austin, Texas 78704.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meaning set forth in the Application.

the Debtors' estates and that V&E (a) does not represent, and does not hold, any interest adverse to the Official Equity Committee and (b) is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code and has no connection to the Official Equity Committee or other parties in interest except as set forth in the Meyer Declaration; and the Court having found that proper and adequate notice of the Application and hearing thereon has been given and that no other or further notice is necessary; and the Court having found that good and sufficient cause exists for the granting of the relief requested in the Application after having given due deliberation upon the Application and all of the proceedings before the Court in connection with the Application, it is

**HEREBY ORDERED THAT:**

1. Pursuant to sections 328 and 1103 of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016, Bankruptcy Local Rules 2014-1 and 2016-1, and paragraph 37 of the Complex Case Procedures, the Official Equity Committee is authorized to retain and employ V&E as its counsel effective as of March 30, 2023, in accordance with (a) the terms and conditions set forth in the Engagement Letter attached to the Application as **Schedule 1** to **Exhibit B-1** and (b) this Order.

2. V&E shall be compensated in accordance with and will file interim and final fee applications for allowance of its compensation and expenses and shall be subject to sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and applicable law. For billing purposes, V&E shall keep its time in one tenth (1/10) hour increments in accordance with the Guidelines. V&E shall also make reasonable efforts to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the Guidelines, both in connection with the Application and any interim and final fee applications to be filed by V&E in these chapter 11 cases. All billing records filed in support of fee applications will use an open and searchable LEDES or other electronic data format.

3. V&E will review its files periodically during the pendency of the chapter 11 cases to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new relevant facts or relationships are discovered or arise, V&E will use reasonable efforts to identify such further developments and will promptly file a supplemental declaration, as required by Bankruptcy Rule 2014(a).

4. V&E shall provide ten business days' notice to the Debtors, the U.S. Trustee, and the Official Equity Committee before any increases in the rates set forth in the Application are implemented and shall file such notice with the Court. The U.S. Trustee retains all rights to object to any rate increase on all grounds, including the reasonableness standard set forth in section 330 of the Bankruptcy Code, and the Court retains the right to review any rate increase pursuant to section 330 of the Bankruptcy Code.

5. V&E shall use its best efforts to avoid any duplication of services provided by any of the Official Equity Committee's other retained professionals in these chapter 11 cases.

6. The Official Equity Committee and V&E are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.

7. Notice of the Application as provided therein is deemed to be good and sufficient notice of such Application, and the requirements of the Local Bankruptcy Rules and Complex Case Procedures are satisfied by the contents of the Application.

8. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

9. The Court retains jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

Dated: \_\_\_\_\_, 2023  
Houston, Texas

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**DAVID R. JONES**  
**UNITED STATES BANKRUPTCY JUDGE**

**EXHIBIT B-1**

**Meyer Declaration**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

<b>In re:</b>	§	<b>Chapter 11</b>
<b>CORE SCIENTIFIC, INC., et al.,</b>	§	<b>Case No. 22-90341 (DRJ)</b>
	§	<b>(Jointly Administered)</b>
<b>Debtors.<sup>1</sup></b>	§	
	§	

**DECLARATION OF DAVID S. MEYER IN SUPPORT OF  
APPLICATION FOR ENTRY OF AN ORDER AUTHORIZING  
THE RETENTION AND EMPLOYMENT OF VINSON & ELKINS LLP AS  
COUNSEL FOR THE OFFICIAL COMMITTEE OF EQUITY SECURITY HOLDERS**

I, David S. Meyer, hereby declare under penalty of perjury that the following is true and correct:

1. I am a partner of the law firm of Vinson & Elkins LLP (“*V&E*”).<sup>2</sup> I am one of the lead attorneys from V&E working on these chapter 11 cases. I am a member in good standing of the State Bar of New York and the State Bar of Connecticut. There are no disciplinary proceedings pending against me.

2. I submit this declaration (the “*Declaration*”) in support of the *Application for Entry of an Order Authorizing the Retention and Employment of Vinson & Elkins LLP as Counsel for the Official Committee of Equity Security Holders Effective As of March 30, 2023*

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Core Scientific Mining LLC (6971); Core Scientific, Inc. (3837); Core Scientific Acquired Mining LLC (6074); Core Scientific Operating Company (5526); Radar Relay, Inc. (0496); Core Scientific Specialty Mining (Oklahoma) LLC (4327); American Property Acquisition, LLC (0825); Starboard Capital LLC (6677); RADAR LLC (5106); American Property Acquisitions I, LLC (9717); and American Property Acquisitions, VII, LLC (3198). The Debtors’ corporate headquarters and service address is 210 Barton Springs Road, Suite 300, Austin, Texas 78704.

<sup>2</sup> Capitalized terms used but not otherwise defined herein have the meanings set forth in the Application.

(the “*Application*”). Except as otherwise noted, I have personal knowledge of the matters set forth herein.

### **V&E’S QUALIFICATIONS**

3. The Official Equity Committee seeks to retain V&E because, among other reasons, (a) V&E has extensive experience and knowledge in the field of debtors’ protections, creditors’ rights, and business reorganizations under chapter 11 of the Bankruptcy Code, (b) V&E is widely recognized as one of the world’s leading legal advisors, (c) V&E has extensive experience and knowledge in handling corporate, capital markets, debt restructuring, and other transactions for companies in a variety of industries, and (d) V&E has significant experience acting as legal counsel to debtors, creditors, and equity security holders in complex chapter 11 cases before the Court.

### **SERVICES TO BE PROVIDED**

4. The Official Equity Committee anticipates that V&E will, among other things, render the following legal services:

- a. provide legal advice with respect to the Official Equity Committee’s powers and duties as an official committee of the Debtors’ estates in these chapter 11 cases;
- b. prepare on behalf of the Official Equity Committee all necessary motions, answers, orders, reports, and other legal papers in connection with these chapter 11 cases;
- c. take all necessary actions to represent the Official Equity Committee in its communications and negotiations with the Debtors, the U.S. Trustee, the UCC, and other stakeholders (including equity securityholders);
- d. represent the Official Equity Committee to discharge its duties in accordance with the OEC Appointment Order, the record at the hearing thereon, and/or as otherwise expanded by the approval of the Court;
- e. consult with the Debtors, the U.S. Trustee, the UCC, and all other creditors and parties in interest concerning the administration of these chapter 11 cases; and
- f. provide representation and all other legal services required by the Official Equity Committee in discharging its duties as an official committee or otherwise in connection with these chapter 11 cases.

## **PROFESSIONAL COMPENSATION**

5. V&E intends to apply for compensation for professional services rendered on an hourly basis and reimbursement of expenses incurred in connection with these chapter 11 cases, subject to the Court's approval and in compliance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the Complex Case Procedures, and any other applicable procedures and orders of the Court, including, among others, the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* [Docket No. 541] and the OEC Appointment Order. V&E shall also make reasonable efforts to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases* in connection with interim and final fee applications to be filed by V&E in these chapter 11 cases.

6. The hourly rates and corresponding rate structure V&E will use in these chapter 11 cases are the same as or similar to the hourly rates and corresponding rate structure that V&E currently uses in other restructuring matters and in many complex corporate, securities, and litigation matters, whether in court or otherwise, regardless of whether a fee application is required. These hourly rates and the corresponding rate structure reflect that such restructuring and other complex matters typically are, *inter alia*, national in scope and involve great complexity, high stakes, and significant time pressures.

7. V&E operates in a national marketplace for legal services in which rates are driven by multiple factors relating to, among other things, the tenure, experience, and specialization of the individual lawyer, V&E's performance and reputation, and the nature of the work involved.

8. V&E's current hourly rates for matters related to these chapter 11 cases range from \$730 to \$1,920 per hour for attorneys and approximately \$420 per hour for paraprofessionals and other time keepers. V&E's hourly rates are set at a level designed to compensate V&E fairly for the work of its attorneys and paraprofessionals and to cover fixed and routine expenses. Hourly rates vary with the experience and seniority of the individuals assigned. These hourly rates are subject to periodic adjustments to reflect economic and other conditions. These hourly rates are consistent with the rates that V&E currently charges for other similar representations and with the hourly rates that comparable counsel would charge to do work substantially similar to the work V&E will perform in these chapter 11 cases.

9. V&E's hourly rates for services rendered on behalf of the Official Equity Committee are as follows:

<b>Timekeeper</b>	<b>U.S. Range</b>
Partners	\$1,590 - \$1,920
Counsel/Of Counsel	\$1,425
Associates	\$730 - \$1,150
Paraprofessionals	\$420

10. It is V&E's policy to charge its clients in all areas of practice for identifiable, non-overhead expenses incurred in connection with the client's case that would not have been incurred except for representation of that client. It is also V&E's policy to charge its clients only the amount actually incurred by V&E in connection with such items. Examples of such expenses include postage, overnight mail, courier delivery, transportation, computer-assisted legal research, photocopying, airfare, and lodging.

11. V&E is aware of the need to preserve the value of the Debtors' estates for the benefit of all stakeholders. V&E will work efficiently and remain mindful of its chief objective: to help assist the Official Equity Committee discharge its duties by progressing "(a) valuation and

(b) negotiations, in each case related to determining the terms of confirmation of a chapter 11 reorganization plan” in these chapter 11 cases.<sup>3</sup>

**ATTORNEY STATEMENT PURSUANT TO THE GUIDELINES**

12. The following is provided in response to the request for additional information set forth in Paragraph D.1 of the Guidelines:

- a. **Question:** Did V&E agree to any variations from, or alternatives to, V&E’s standard billing arrangements for this engagement?

**Answer:** No.

- b. **Question:** Do any of the V&E professionals in this engagement vary their rate based on the geographic location of these chapter 11 cases?

**Answer:** No.

- c. **Question:** If V&E has represented the Official Equity Committee in the 12 months prepetition, disclose V&E’s billing rates and material financial terms for the prepetition engagement, including any adjustments during the 12 months prepetition. If V&E’s billing rates and material financial terms have changed postpetition, explain the difference and the reasons for the difference.

**Answer:** V&E has not represented the Official Equity Committee in the 12 months prepetition.

- d. **Question:** Has the Official Equity Committee approved V&E’s budget and staffing plan, and, if so, for what budget period?

**Answer:** Yes, the Official Equity Committee has approved V&E’s prospective budget and staffing plan for the period from March 30, 2022 through June 7, 2022.

**SEARCH METHODS FOR POTENTIAL CONFLICTS**

13. V&E used its standard procedures (the “***Firm Procedures***”) to review its relationships to parties that may have connections to the Official Equity Committee, the Debtors, or other parties in interest. V&E searched its conflicts databases, which are designed to reveal conflicts of interest and other connections to existing and former clients and to non-client third

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<sup>3</sup> See OEC Appointment Order ¶ 8.

parties. V&E's conflicts databases contain, *inter alia*, the names of any person or entity for which V&E has provided services or has otherwise billed for services for approximately the past 30 years and the names of adverse parties. The search results were printed and reviewed for conflicts by a V&E attorney. To the extent any possible conflicts were identified, I or an attorney working under my supervision contacted (as necessary) attorneys at V&E who were listed on the report as having previous or current connections to persons or entities that may be either related to the Official Equity Committee or connected to these chapter 11 cases in any way. To the extent needed, I obtained information and guidance with regard to the particular connections reflected from these attorneys.

14. V&E searched the parties listed on **Schedule 2** hereto.<sup>4</sup> The following is a list of the applicable categories that V&E has searched:

<b><u>Schedule<sup>5</sup></u></b>	<b><u>Category</u></b>
2(a)	Affiliates of Current Officers and Directors
2(b)	Ad Hoc Group of Equity Security Holders Members and Professionals
2(c)	Bankruptcy Judges and Staff for the Southern District of Texas
2(d)	Bank Accounts
2(e)	Bondholders, Noteholders, and Indenture Trustees
2(f)	Benefit Providers
2(g)	Clerk of the Court for the Southern District of Texas
2(h)	Current and Former Officers and Directors
2(i)	Debtors, Former Names, and Trade Names
2(j)	Debtors' Professionals

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<sup>4</sup> V&E's inclusion of parties herein and on **Schedule 2** is solely to illustrate V&E's conflict search process and is not an admission that any party has a valid claim against the Debtors or that any party properly belongs in the schedules or has a claim or legal relationship to the Debtors or interest in the Debtors of the nature described herein and on **Schedule 2**.

<sup>5</sup> V&E's inclusion of parties on this **Schedule 2** is solely to illustrate V&E's conflict search process and is not an admission that any party has a valid claim against the Debtors or that any party properly belongs in the schedules or has a claim or legal relationship to the Debtors or interest in the Debtors of the nature described herein.

<b>V&amp;E'S</b>	<b>Schedule<sup>5</sup></b>	<b>Category</b>
2(k)		Insurance Providers and Brokers
2(l)		Landlords and Parties to Leases
2(m)		Lenders
2(n)		Litigation Counterparties and Litigation Pending Lawsuits (Includes Threatened Litigation)
2(o)		Non-Debtor Affiliates and Subsidiaries
2(p)		Non-Debtor Professionals
2(q)		Official Committee of Unsecured Creditors Members and Professionals
2(r)		Ordinary Course Professionals
2(s)		Other Parties in Interest (Notice of Appearance Parties and Any Other Person/Group Appointed)
2(t)		Regulatory and Governmental Agencies
2(u)		Secured Creditors
2(v)		Significant Competitors
2(w)		Significant Customers and Contract Counterparties
2(x)		Significant Known Equity Security Holders >5%
2(y)		Significant Vendors and Suppliers
2(z)		Taxing Authorities
2(aa)		Top 30 Unsecured Creditors
2(bb)		Top 100 Largest Unsecured Claims (Excluding Insiders)
2(cc)		UCC Search Results and UCC Lien Search Results
2(dd)		U.S. Attorney's Office for the Southern District of Texas
2(ee)		United States Trustee and Staff for the Southern District of Texas – Region 7
2(ff)		Utility Providers and Utility Brokers

### **DISINTERESTEDNESS**

15. V&E previously has represented, currently represents, and might in the future represent entities that are stakeholders or parties in interest in these chapter 11 cases; however, V&E's representation of those entities is in matters that are unrelated to the Official Equity Committee or these chapter 11 cases. V&E has approximately 700 attorneys and a large and diversified legal practice that encompasses the representation of many financial institutions and

commercial organizations. Some of these institutions and organizations are or might consider themselves to be creditors, stakeholders, equity security holders, or parties in interest in these chapter 11 cases. The results listed on Schedule 3 hereto are the product of implementing the Firm Procedures described above and are based on the relationship of the indicated persons, entities, or their affiliates with the Official Equity Committee and V&E.

16. V&E currently represents, and in the past has represented, Apollo Capital Management, L.P. and its affiliates (“*Apollo*”) and BlackRock Financial Management, Inc. and certain of its affiliates (“*BlackRock*”) in a variety of matters unrelated to the Official Equity Committee, the Debtors, or these chapter 11 cases. So far as V&E can determine, the factual and legal issues in this matter are unrelated to the work V&E does or is likely to do for Apollo and/or BlackRock. V&E will not represent Apollo and/or BlackRock in connection with any matters related to the Debtors’ restructuring or these chapter 11 cases. I do not believe V&E’s current or past representation of Apollo or BlackRock in unrelated situations presents a conflict but have disclosed the connection out of an abundance of caution.

17. In addition to Apollo and BlackRock, V&E previously represented Barclays Capital Inc. (together with its affiliates, “*Barclays*”) as the underwriter in the initial public offering of Power & Digital Infrastructure Acquisition Corp (“*Power & Digital*”). Power & Digital merged with Core Scientific, Inc. to take Core Scientific, Inc. public in a de-SPAC transaction in November of 2022. Core Scientific, Inc. is now the lead Debtor in these chapter 11 cases. However, so far as V&E can determine, the factual and legal issues in this matter are unrelated to the work V&E does or is likely to do for the Official Equity Committee. V&E’s representation of Barclays has been completed and V&E will not represent Barclays in connection with any matters related to the Debtors’ restructuring or these chapter 11 cases. I do not believe

V&E's past representation of Barclays presents a conflict but have disclosed the connection out of an abundance of caution.

18. Except as set forth in this Declaration, V&E has not, does not, and will not represent any of the entities or individuals listed on Schedule 3, or any of their respective subsidiaries or affiliates, in matters related to these chapter 11 cases.<sup>6</sup>

19. In addition to appearing as counsel in cases in the Southern District of Texas, some V&E attorneys (and members of their immediate families) are active, and some hold leadership positions, in state and local bar activities, participate in continuing legal education activities, have affiliations through law school or other organizations, and might have other social interactions in the community that might involve some incidental contact with judges and other personnel of the United States Bankruptcy Court for the Southern District of Texas, the District Court for the Southern District of Texas, the U.S. Trustee for Region 7, or any attorney for or employee of the Office of the U.S. Trustee for Region 7.

20. Based on the conflicts search conducted to date and described in this Declaration, to the best of my knowledge, neither I, V&E, nor any V&E attorney, insofar as I have been able to ascertain, has any connection with the Official Equity Committee, any other parties in interest, their respective attorneys and accountants, the Office of the U.S. Trustee, any person employed in the Office of the U.S. Trustee, or any Bankruptcy Judge currently serving on the United States Bankruptcy Court for the Southern District of Texas, except as disclosed or otherwise described in this Declaration.

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<sup>6</sup> The information listed on Schedule 2 and Schedule 3 is subject to change and may change during the pendency of these chapter 11 cases. Accordingly, V&E will update this Declaration as necessary if V&E becomes aware of additional material information.

21. The foregoing facts are disclosed out of an abundance of caution as prescribed by Bankruptcy Rule 2014(a). To the best of my knowledge, and based on the foregoing: (a) V&E is a “disinterested person” within the meaning of section 101(14) of the Bankruptcy Code and does not hold or represent an interest adverse to the Debtors’ estates and (b) V&E has no connection, (as that term is defined in Bankruptcy Rule 2014), to the Official Equity Committee or other parties in interest, except as may be disclosed in this Declaration.

22. V&E will use reasonable efforts to see that no conflicts or other disqualifying circumstances exist or arise during the pendency of these chapter 11 cases. If any new material facts or relationships are discovered or arise, V&E will use reasonable efforts to identify them and will promptly file a supplemental declaration, as required by Bankruptcy Rule 2014(a).

Dated: April 28, 2023  
New York, New York

/s/ David S. Meyer  
David S. Meyer  
Partner, Vinson & Elkins LLP

**Schedule 2****Conflicts Parties Searched**

<b><u>Schedule<sup>1</sup></u></b>	<b><u>Category</u></b>
2(a)	Affiliates of Current Officers and Directors
2(b)	Ad Hoc Group of Equity Security Holders Members and Professionals
2(c)	Bankruptcy Judges and Staff for the Southern District of Texas
2(d)	Bank Accounts
2(e)	Bondholders, Noteholders, and Indenture Trustees
2(f)	Benefit Providers
2(g)	Clerk of the Court for the Southern District of Texas
2(h)	Current and Former Officers and Directors
2(i)	Debtors, Former Names, and Trade Names
2(j)	Debtors' Professionals
2(k)	Insurance Providers and Brokers
2(l)	Landlords and Parties to Leases
2(m)	Lenders
2(n)	Litigation Counterparties and Litigation Pending Lawsuits (Includes Threatened Litigation)
2(o)	Non-Debtor Affiliates and Subsidiaries
2(p)	Non-Debtor Professionals
2(q)	Official Committee of Unsecured Creditors Members and Professionals
2(r)	Ordinary Course Professionals
2(s)	Other Parties in Interest (Notice of Appearance Parties and Any Other Person/Group Appointed)
2(t)	Regulatory and Governmental Agencies
2(u)	Secured Creditors
2(v)	Significant Competitors
2(w)	Significant Customers and Contract Counterparties
2(x)	Significant Known Equity Security Holders >5%
2(y)	Significant Vendors and Suppliers
2(z)	Taxing Authorities

<sup>1</sup> V&E's inclusion of parties on this **Schedule 2** is solely to illustrate V&E's conflict search process and is not an admission that any party has a valid claim against the Debtors or that any party properly belongs in the schedules or has a claim or legal relationship to the Debtors or interest in the Debtors of the nature described herein.

<u>Schedule<sup>1</sup></u>	<u>Category</u>
2(z)	Taxing Authorities
2(aa)	Top 30 Unsecured Creditors
2(bb)	Top 100 Largest Unsecured Claims (Excluding Insiders)
2(cc)	UCC Search Results and UCC Lien Search Results
2(dd)	U.S. Attorney's Office for the Southern District of Texas
2(ee)	United States Trustee and Staff for the Southern District of Texas – Region 7
2(ff)	Utility Providers and Utility Brokers

**Schedule 2(a)**

**Affiliates of Current Officers and Directors**

Baylor Health Care System Foundation  
California Institute of Technology (Caltech)  
Diamond Offshore Drilling, Inc.  
Kayne Anderson BDC, LLC  
Kayne Anderson Capital Advisors, L.P.  
Kayne Anderson Energy Infrastructure Fund Inc. (KYN)  
Kayne Anderson NextGen Energy & Infrastructure Inc. (KMF)  
Laredo Petroleum, Inc.  
Mackay Shields, LLC  
Mallinckrodt Pharmaceuticals  
Memorial Hermann Hospital System  
Och Ziff Capital Management, LP  
Pledging Technologies  
Prostate Cancer Foundation  
Scientific Games Corporation  
Southwestern Medical Foundation  
Talos Energy, Inc.  
Teacher Retirement System of Texas  
The Council on Foreign Relations  
The Music Acquisition Corp  
TPG Pace Beneficial Finance Corporation I and II  
Weatherford International

**Schedule 2(b)**

**Ad Hoc Group of Equity Security Holders Members and Professionals**

Allane Ray O'Neil  
Alpha Bravo Holding Company Inc.  
Bitrockett LLC  
Brent Berge  
Brett Talla  
David Askew  
David M. Talla  
Douglas Abrams  
Douglas Wall  
Eddie Griffin  
George Wilson  
Grady Roberts  
Jacob Novak  
Jared Talla  
Jay Deutsch  
Joe Judson  
John T. Rifenbark  
Justin B. Kalb Trust  
Kevin Turner  
Lukasz Gottwald  
Mark Beaven  
Mark Spino  
Matt Stringfellow  
Randall Hale  
Skadden, Arps, Slate, Meagher & Flom LLP  
Stefan Amling  
The Rudolph Family Trust  
Todd Deutsch  
Two Seas Capital LP  
Two Trees Capital BVI Ltd.  
W5 Family Trust  
Wesley Hoaglund  
Weston Adams  
WS-Oaxaca LLC

**Schedule 2(c)**

**Bankruptcy Judges and Staff for the Southern District of Texas**

Albert Alonzo  
Ana Castro  
Jeannie Chavez  
Judge Christopher M. Lopez  
Judge David R. Jones  
Judge Eduardo V. Rodriguez  
Judge Jeffrey P. Norman  
Judge Marvin Isgur  
LinhThu Do  
Mario Rios  
Rosario Saldana  
Tracey Conrad  
Tyler Laws  
Vriana Portillo  
Zilde Martinez

**Schedule 2(d)**

**Bank Accounts**

Bank of America

Bremer Bank

City National Bank

**Schedule 2(e)**

**Bondholders, Noteholders, and Indenture Trustees**

U.S. Bank National Association

**Schedule 2(f)**  
**Benefit Providers**

Aetna  
Aflac  
Allstate Benefits  
American Security and Protection Services LLC  
Blue Cross Blue Shield CA  
Blue Cross Blue Shield NC  
BNY Mellon Bank  
Chubb Personal Excess Liability Insurance  
Citibank (Administered by PayFlex)  
Delta Dental  
Expensify Payments LLC  
Farmers Group Select Home & Auto Insurance  
Florida Blue  
Globalization Partners Professional Services  
Group Health Aetna  
Guardian  
Kaiser Permanente  
MetLife  
Optum Bank  
Securitas Security Services USA, Inc.  
TriNet – COBRA  
TriNet HR III, LLC  
Tufts  
UnitedHealthcare (“UHC”)  
Vision Service Plan (“VSP”)

**Schedule 2(g)**

**Clerk of the Court for Southern District of Texas**

Darlene Hansen

Nathan Ochsner

**Schedule 2(h)**

**Current and Former Officers and Directors**

Aber Whitcomb	Peter J. Novak
Alan Curtis	Peter Sladic
Brandon Curtis	Russell Cann
Brett Harrison	Sharon Orlopp
Brian Neville	Stacie Olivares
Bryce Johnson	Steve Gitlin
Caleb Tebbe	Todd DuChene
Carol Haines	Weston Adams
Christel Sice	
Christy Barwick	
Clark Swanson	
Colin Crowell	
Dan Christen	
Darin Feinstein	
Denise Sterling	
Devon Eldridge	
George Kollitides	
Harlin Dean	
Jarvis Hollingsworth	
Jeff Pratt	
Jeff Taylor	
Katharine (“Katy”) Hall	
Kevin Turner	
Kneeland Youngblood	
Krista Rhynard	
Kyle Buckett	
Larry Rudolph	
Lynn Burgener	
Matthew Bishop	
Matthew Brown (“Matt”)	
Matthew Minnis (“Matt”)	
Michael Bros	
Michael Levitt (“Mike”)	
Michael Truzpek	
Neal P. Goldman	
Peter Dorrius	

**Schedule 2(i)**  
**Debtors, Former Names, and Trade Names**

155 Palmer Lane, LLC  
American Property Acquisition, LLC  
American Property Acquisitions I, LLC  
American Property Acquisitions VII, LLC  
Blockcap, Inc.  
Core Scientific Acquired Mining LLC  
Core Scientific Holdings Co.  
Core Scientific Mining LLC  
Core Scientific Operating Company  
Core Scientific Specialty Mining (Oklahoma) LLC  
Core Scientific, Inc.  
Core Scientific, Inc.  
GPU One Holdings, LLC  
Mineco Holdings, Inc.  
Power & Digital Infrastructure Acquisition Corp.  
RADAR LLC  
Radar Relay, Inc.  
Radar Relay, LLC  
Starboard Capital LLC  
XPDI

**Schedule 2(j)**  
**Debtors' Professionals**

AlixPartners LLP  
Deloitte Financial Advisory Services LLP  
Deloitte Tax LLP  
Marcum LLP  
PJT Partners LP  
Scheef & Stone, L.L.P.  
Stretto, Inc.  
Weil, Gotshal & Manges LLP

**Schedule 2(k)**

**Insurance Providers and Brokers**

AmTrust	Globalization Partners
AON	QBE Insurance Corporation
Arch Specialty Ins. Co (via AmWins)	Starr Indemnity & Liability Co
Ascot Syndicate No. 1414 (Ethos via AmWins)	Swiss Re Corporate Solutions Capacity Ins. Corp (via Amwins)
Aspen Specialty Ins. Co (via AmWins)	The Princeton Excess & Surplus Lines Ins. Co (Munich Re via Amwins)
AXIS Surplus Ins. Co (via Amwins)	U.S. Customs and Border Protection
Beazley (Lloyd's Syndicate 2623)	Vantage Risk Specialty Insurance Company (RT Specialty)
Beazley (Lloyd's Syndicate No. 2623 (Beazley UK))	Wright National Flood Ins. Co (NFIP)
Beazley Insurance Company	XL Specialty Ins. Co.
Berkley National Insurance Company	
Berkley Prof Liability	
Berkshire Hathaway Specialty Ins. Company	
CAC Specialty	
Columbia Casualty Company (CNA)	
Endurance American Specialty Insurance Company (Sompo)	
Federal Insurance Company (Chubb)	
General Casualty Co of WI (QBE)	
Harcos National Insurance Company (360)	
Hiscox Insurance Company	
Kinsale Insurance Company (via Amwins)	
Landmark American Insurance Company (RSUI via Amwins)	
Lexington Insurance Company (AIG) via RT Specialty	
Lexington Insurance Company (via Amwins)	
Lloyd's Syndicate No. 2623 (Beazley UK)	
National Union Fire Ins. Co of Pittsburgh (AIG)	
Navigators Insurance Co (Hartford)	
Obsidian Specialty Insurance Company (Orion via RT Specialty)	
Pennsylvania Insurance Company (Applied via RT Specialty)	
Policies Held by PEOs TriNet and	

**Schedule 2(l)**  
**Landlords and Parties to Leases**

Cheryl Ogle & the Crystal Ogle Management Trust  
City of Denton  
Dalton-Whitfield Joint Development Authority  
Elmington Property Management LLC  
Elmington Property Mgmt. LLC – Monarch Apartments  
Hannig Row Partnership  
Hudson GRC LLC  
Hurd Real Estate Associates  
Jobe Ranch Family Limited Partnership  
Jobe Ranch Family Limited Partnership, Lessor (11/15/2021)  
Liberty Point Apartments  
Minnkota Power Cooperative Inc.  
Minnkota Power Cooperative, Lessor (Commercial Lease, Ground Lease)  
Mobley Holdings LLC – Liberty Point Apartments  
Monarch Apartment Homes  
Ncredible Properties  
Nodak Electric Cooperative  
Nodak Electric Cooperative Inc.  
Peerless Events & Tents LLC  
SRPF A QR Riversouth LLC  
The District  
The Preserve at Spring Creek  
Tien Yun Investments, LLC (dba TY Properties)  
Worksmith, Inc.

**Schedule 2(m)****Lenders**

1994 Steinfeld Family Trust	Douglas Lipton
36th Street Capital	Ferro Investments Ltd.
ACM ELF ST, LLC (Atalaya)	FGK Investments Ltd.
Amplify Transformational Data Sharing ETF	Fidelity Capital Corp.
Anchorage Lending CA, LLC	First Sun Investments, LLC
Andrew Rosen 2004 Successor Insurance Trust	Frank Pollaro
Apollo Centre Street Partnership, L.P.	FTF Diversified Holdings, LP
Apollo Lincoln Fixed Income Fund, L.P.	Galaxy Digital LP
Apollo Moultrie Credit Fund, L.P.	Garic Limited
Apollo Tactical Value SPN Investments, L.P.	Genesis Global Capital, LLC
Arctos Credit, LLC	Genesis Global Capital, LLC #1
B. Riley Bridge Loan	Greensledge Merchant Holdings, LLC
B. Riley Commercial Capital, LLC	Gullane Capital Partners, LLC
Bank of the West	Gullane Digital Asset Partners OP, LLC
Barings BDC, Inc.	Gullane Digital Asset Partners, LLC
Barings Capital Investment Corporation	HC NCBR Fund
Barings Private Credit Corp.	Hollwood, LLC
Barkley Investments, LLC	Ibex Partners (Core) LP
Better Downtown Miami LLC	ICG CoreSci Holdings, LP
Birch Grove Strategies Master Fund LP	Indigo Direct Lending, LLC
BlackRock Credit Alpha Master Fund L.P.	Jack Novak
BlockFi, Inc.	James Pulaski
BlockFi A	Jason Capello
BlockFi B	John Badger Quinn
BlockFi Lending LLC	John P. Joliet
Bremer Bank, National Association	JPAS – Credit LLC (“JPAS” is Jordan Park Access Solutions)
BRF Finance Co., LLC	JPAS – Crypto Infrastructure-A S.P.
Brown Corporation	JSK Partnership LLC
Cannon Investments LLC	Kensico Associates, L.P.
Celsius Core LLC	Kensico Offshore Fund Master, Ltd
Corbin Opportunity Fund, L.P.	KMR CS Holdings, LLC
Cryptonic Black, LLC	Leon J. Simkins Non-Exempt Trust FBO Michael Simkins
David Sarner	Levbern Management LLC
De Lage Landen Financial Services, Inc.	Liberty Commercial Finance, LLC
Dell Financial Services L.L.C.	

Liberty Commercial Finance, LLC (n/k/a/ Wingspire Equipment Finance LLC	Vineet Agrawal
Liberty Stonebriar	Wilmington Savings Fund Society, FSB
Marsico AXS CS LLC	Wingspire Equipment Finance LLC
MassMutual Asset Finance	Wolfswood Holdings LLC
Mass Mutual Barings	Wormser Family Partnership II, LP
Massachusetts Mutual Life Insurance Company	Wormser Family Partnership 11, LP
Milos Core LLC	XMS Core Convert Holdings LLC
Monbanc Inc.	
Neso Investment Group Ltd	
North Mill Equipment Finance	
North Star Leasing	
Northdata Holdings Inc.	
NYDIG	
OIP SPV Core Scientific, LLC	
Omega Interceptor Restricted Ltd	
Pescadero Capital, LLC	
Prime Alliance Bank	
Richard Katz 2016 GST Trust	
Robert Fedrock	
Sabby Volatility Warrant Master Fund, Ltd.	
SRPF A QR Riversouth LLC	
Stonebriar Commercial Finance LLC	
Stonebriar Finance Holdings LLC	
SunnySide Consulting and Holdings, Inc.	
TBC 222 LLC	
Tech Finance Corporation	
The Kimmel Family Foundation	
The Michael O. Johnson Revocable Trust	
The Obsidian Master Fund	
The Sear Family 1996 Trust	
The William R. Guthy Separate Property Trust	
TJC3 LLC	
Toyota Commercial Finance	
Transatlantic Mobility Holdings II LLC	
Trinity Capital Inc.	
U.S. Bank National Association	
VFS LLC	

**Schedule 2(n)**

**Litigation Counterparties and  
Litigation Pending Lawsuits (Includes Threatened Litigation)**

Benjamin Thomison & Alpha Asic

Harlin Dean

Jonathan Barrett, et al.

LV net, Mizrahi et al.

McCarthy Buildings Companies, Inc.

Mei Pang

Sphere 3d

Stayfirst Branding Agency

**Schedule 2(o)**  
**Non-Debtor Affiliates and Subsidiaries**

Core Scientific Partners GP, LLC (SMLLC)  
Core Scientific Partners, LP  
CSP Advisors, LLC (SMLLC)  
CSP Liquid Opportunities Fund, LP  
CSP Liquid Opportunities GP, LP  
CSP Liquid Opportunities Master Fund, LP  
CSP Liquid Opportunities Offshore Fund (Exempted Ltd)  
Team LLC  
XPDI Sponsor LLC

**Schedule 2(p)**  
**Non-Debtor Professionals**

Arnold & Porter Kaye Scholer LLP (Counsel for Prepetition Secured Lenders)  
Choate, Hall & Stewart LLP (Counsel for B. Riley Commercial Capital, LLC)  
Duane Morris LLP  
Ducera Partners (Investment Banker for the Official Committee of Unsecured Creditors)  
Gray Reed (Conflicts and Efficiency Counsel for the Official Committee of Unsecured Creditors)  
Moelis & Company LLC (Investment Banker & Financial Advisor to the Ad Hoc Group of Secured Convertible Noteholders)  
Paul Hastings LLP (Counsel for Ad Hoc Group of Secured Convertible Noteholders)  
Sidley Austin LLP (Counsel of NYDIG ABL LLC)  
Skadden, Arps, Slate, Meagher & Flom LLP (Counsel for Ad Hoc Group of Equity Security Holders)  
Troutman Pepper Hamilton Sanders LLP (Counsel for Dalton Utilities)  
Willkie Farr & Gallagher LLP (Counsel for the Official Committee of Unsecured Creditors)

**Schedule 2(q)**

**Official Committee of Unsecured Creditors Members and Professionals**

Dalton Utilities

Ducera Partners LLC (Investment Banker)

Gray Reed

MP2 Energy LLC d/b/a Shell Energy Solutions

Sphere 3D Corp.

Tenaska Power Services Co.

Willkie Farr & Gallagher LLP

**Schedule 2(r)**  
**Ordinary Course Professionals**

Akin Gump Strauss Hauer & Feld LLP  
Alston & Bird LLP  
Andersen Tax LLC  
Bitmain Technology Inc.  
Blue Ridge Law & Policy, P.C.  
Campbells Regulatory Services Limited  
Carey Olson Services Cayman Limited  
Cooley LLP  
CrossCountry Consulting LLC  
CSS Partners, LLC  
Cypress Advocacy, LLC dba Mindset  
Deloitte & Touche LLP  
Deloitte Transactions and Business Analytics LLP  
Ernst & Young LLP  
Ernst & Young Product Sales LLC  
Ernst and Young US LLP  
Evercore Group LLC  
Faegre Drinker Biddle and Reath LLP  
Fishman Stewart PLLC  
Frost, Brown Todd LLC  
Gartner Inc.  
Gasthalter and Co LP  
Greenberg Traurig, LLP  
Holland and Hart LLP  
Horne, LLP  
Ironclad, Inc.  
Jackson Walker LLP  
Kirkland and Ellis LLP  
KPMG LLP  
McDermott Will & Emery LLP  
Mintz Group LLC  
Morgan, Lewis & Bockius LLP  
Moss Adams LLP  
Murphy & Grantland, P.A.  
NASDAQ Corporate Solutions, LLC  
NAVEX Global, Inc.  
Netgain Solutions, Inc.  
Oracle America, Inc.  
PricewaterhouseCoopers LLP  
Prickett Jones and Elliott PA  
Quinn Emanuel Urquhart & Sullivan, LLP  
Registered Agent Solutions, Inc.  
Resources Global Professionals  
Richards Layton and Finger PA  
Riverbend Consulting LLC  
Rowlett Hill Collins LLP  
Ryan & Associates  
Ryan LLC  
Sidley Austin LLP  
Sitrick and Company  
Snell & Wilmer  
Sternhell Group  
Williams & Connolly LLP  
Workday, Inc.  
Workiva Inc.  
Zuckerman Gore Brandeis & Crossman, LLP

**Schedule 2(s)**

**Other Parties in Interest**

**(Notice of Appearance Parties and Any Other Person/Group Appointed)**

36th Street Capital Partners, LLC	Indigo Direct Lending, LLC
ABLE Communications, Inc.	Latham & Watkins LLP (Counsel for Trinity Capital)
AmTrust North America, Inc. on behalf of Associated Industries Insurance Company, Inc.	Maddox Industrial Transformer, LLC
B. Riley Commercial Capital, LLC	Marnoy Interests, Ltd. d/b/a Office Pavilion, or Office Pavilion
Barings BDC, Inc. (as prepetition secured lenders)	MassMutual Asset Finance LLC
Barings Capital Investment Corporation (as prepetition secured lenders)	McCarthy Building Companies, Inc.
Barings Private Credit Corp. (as prepetition secured lenders)	Meridian Equipment Finance, LLC
BEAM Concrete Construction, Inc.	Mitch Edwards
BlockFi, Inc.	MP2 Energy Texas, LLC d/b/a Shell Energy Solutions
CEC Energy Services LLC	North Mill Equipment Finance LLC
Charles Basil	NYDIG ABL LLC (f/k/a Arctos Credit, LLC) (“NYDIG”)
Choate, Hall & Stewart LLP (Counsel for B. Riley Commercial Capital, LLC)	Oracle America, Inc.
City of Denton	Paul Hastings LLP (Counsel for the Ad Hoc Group of Secured Convertible Noteholders)
Dallas County	Prime Alliance Bank, Inc.
Dalton Utilities	Priority Power Management, LLC
Foundry Digital LLC	Scheef & Stone, L.L.P. (Counsel for the Board of Directors of Core Scientific, Inc.)
Gaylor Electric, Inc. d/b/a Gaylor, Inc.	Shipman & Goodwin LLP (Counsel for U.S. Bank National Association, as Prepetition Note Agent and Collateral Agent)
GEM Mining 1, LLC	Sidley Austin LLP (Counsel for NYDIG ABL LLC (f/k/a Arctos Credit, LLC))
GEM Mining 2, LLC	Skadden, Arps, Slate, Meagher & Flom LLP (Counsel for the Ad Hoc Equity Group)
GEM Mining 2B, LLC	Sphere 3D Corp.
GEM Mining 3, LLC	SRPF A QR Riversouth LLC
GEM Mining 4, LLC	SRPF A QR Riversouth LLC
General Casualty Company of Wisconsin	The Texas Comptroller of Public Accounts, Revenue Accounting Division
Gray Reed (Conflicts and Efficiency Counsel to Official Committee of Unsecured Creditors)	Toyota Industries Commercial Finance Inc.
Harper Construction Company, Inc.	Travis County (TX)
Haynes and Boone, LLP (Counsel for BlockFi, Inc. and its affiliated entities)	Travis County (TX)
Huband-Mantor Construction, Inc.	
Humphrey & Associates, Inc.	

U.S. Bank National Association (as  
Prepetition Note Agent and Collateral Agent)

Willkie Farr & Gallagher LLP (Counsel for  
the Official Committee of Unsecured  
Creditors)

Wingspire Equipment Finance, LLC

**Schedule 2(t)**  
**Regulatory and Governmental Agencies**

Environmental Protection Agency  
Internal Revenue Service (“IRS”)  
Occupational Safety and Health Administration  
Securities and Exchange Commission (“SEC”)  
U.S. Customs and Border Protection

**Schedule 2(u)**  
**Secured Creditors**

ABLE Communications, Inc.  
ComNet Communications, LLC  
Consolidated Electrical Distributors, Inc. dba Sun Valley Electric Supply  
Coonrod Electric Co, LLC  
Elliot Electric Supply, Inc.  
Harper Construction Company, Inc.  
Housley Communications, Inc.  
Huband Mantor Construction Inc.  
Humphrey & Associates, Inc.  
LML Services dba FlowTx  
McElroy Metal Mill, Inc. dba McElroy Metal  
MK-Marlow Company, LLC  
Morsco Supply LLC dba Morrison Supply Company  
Network Cabling Services, Inc.  
Priority Power Management, LLC  
Summit Electric Supply Co.  
Sure Steel – Texas, LP  
T&D Moravits & Co., LLC  
Texas AirSystems, LLC  
Wessely-Thompson Hardware, Inc.

**Schedule 2(v)**  
**Significant Competitors**

Argo Blockchain PLC  
Bitfarms Technologies Ltd. (fka Blockchain Mining Ltd.)  
Cipher Mining Inc.  
CleanSpark, Inc.  
Greenidge Generation Holdings Inc.  
Hive Blockchain Technologies Inc.  
Hut 8 Mining Corp.  
Iris Energy Ltd.  
Marathon Digital Holdings, Inc.  
Mawson Infrastructure Group Inc.  
Riot Blockchain, Inc.

**Schedule 2(w)****Significant Customers and Contract Counterparties**

1277963 B.C. Ltd dba Bitfield	Compass Mining, Inc.
ADQ Financial Services LLC	Crypto Garden, Inc.
Agricultural Scientific LLC	Cumulus Coin LLC
Aidant.ai	DCG Foundry LLC
AJT Trading, LLC	Digifarm Technologies Limited
Alloy Ventures Management LLC	Dreams and Digital, LLC
Argo Innovation Labs Inc.	DUS Management Inc.
AsicXchange Team Inc.	Etcembly Ltd
Atlas Technology Group LLC	EverData, LLC
Bay Colony Law Center, LLC	EZ BlockChain LLC
Bay Online Media	Flourishing Field Limited
Benjamin Rees	Gateway Korea Inc.
BEP 888, LLC	GEM Mining
BEP 999, LLC	Gilley Enterprises
Bit Digital USA, Inc.	Global Star Holding Co.
Bitmain Development Inc.	Goodrose 5009, Inc.
Bitmain Technologies Georgia Limited	Gopher, LLC
Bitmaintech PTE LTD	GPU.ONE
Bizmatica Polska JSC	Greg Piphoo
Block One Technology	Gryphon Digital Mining, Inc.
Blockcap Inc.	Henry Ho
Blockchain United Mining Services	Hewlett Packard Enterprise Company
Blockfusion Technologies	Hockomock Mining Company
Blue Hills Co, LLC	Horizon Kinetics
Blue Torch Capital LP	Icons8
Brent Jason Deboer	Isoplex Inc.
Burdy Technology Limited	Israel Garcia
BW Holdings, LLC	Jacob McDaniel
CAC Global LLC	JAM Mining Corp.
CCP Credit Acquisition Holdings, L.L.C.	Kaboomracks, Inc.
Celsius Mining LLC	Kalon Investments, LLC
Charles Aram	Kristy-Leigh Minehan
Chris Chiovitti Holdings Inc.	Lake Parime USA Inc.
Clearly Leasing, LLC	Leon Hadgis
Colin Jacobs	LivePerson, Inc.
Colin Smith	Lonestar Ole Git LLC

Luxor Technology Corp  
Mark Bordcosh  
Mineority Group  
Mineority Group LLC  
Mississippi Home Development  
N9+, LLC  
New Green Network LLC  
NextEra Energy Capital Holdings  
NFN8 Media, LLC  
Nissan North America, Inc.  
Nomura Corporate Funding Americas, LLC  
North Georgia Data LLC  
NVIDIA Corporation  
Pete Abdo  
Polyphase Capital, LLC  
Poolin Technology Pte. Ltd.  
Pure Storage, Inc.  
Quandefi Opportunities LLC  
Quantum Digital Network Assets, LLC  
Richard Norman  
Rio Verde Holdings Ltd  
River Financial Inc.  
RJW Digital Solutions  
RME Black 100, LLC  
RME Black 200, LLC  
RME Black 88, LLC  
Rodrigo Perusquia  
RPM Balance, Inc.  
Rudy Worrell  
Savage.io  
Seagen Inc.  
Sensika Technologies OOD  
Serge Marin  
Socrates Roxas  
Spring Mud LLC  
Summit Crypto Mining Limited  
Supplybit, LLC  
Tansley Equipment Limited  
Techshop Computers Ltd.  
Teslawatt  
The Allen Institute for Artificial Intelligence  
Timeless Digital Corp.  
T-Mobile USA, Inc.  
Tomek Group, LLC  
Tony Grijalva  
TYMIF Coin Ventures, LLC  
Union Jack, LLC  
UnitX  
US Digital Mining and Hosting Co., LLC  
Vaerus Mining SPV2 LLC  
VCV Power Mining Alpha LLC  
William McCarter

**Schedule 2(x)**

**Significant Known Equity Security Holders >5%**

Darin Feinstein

Michael J. Levitt

MPM Life LLC

**Schedule 2(v)**  
**Significant Vendors and Suppliers**

1872 Consulting LLC	Arrowfish Consulting
2012Exxact Corporation	Atlantic Trailer Leasing & Sales, LLC
5Fastenation Inc.	Atlas Mining
5STAR5 INC	Atrio Inc.
Abu Dhabi Ports Company PJSC – KIZAD	AvTech Capital LLC
Accent Awnings Inc.	Bandy Transport Company
Adaptive Insights LLC	Barnhart Crane and Rigging Co
Advanced Business Equipment	Beacon Building Products
Agility Logistics Corp	Bearcom
Agora NW LLC	Belyea Company Inc.
AIM Summit FZE	Benton Electric Supply Inc.
Aircraft Services Group Inc.	Bernard Klopfer
Airflow Sciences Corporation	Better IT Solutions LLC
Alation, Inc.	Big Ass Fans
Albacross Nordic AB	Bigbee Steel Buildings Inc.
Alfa Internationals Logistics Inc.	Bigeye, Inc.
Aliexpress	Bitmain Development Inc.
Alliance Funding Group	Bitmain Technologies Limited
Allied Steel Buildings Inc.	Bitwave
Allstream	Black Box Network Services Inc.
Alpha Miner LLC	Blackline Safety Corp
Alpha Vertical Inc.	Blackpearl Management and Human Resource Consulting LLC
Alston and Bird LLP	Blakes Cassels and Graydon LLP
Alteryx Inc.	Blockchain Association
American Registry for Internet Numbers Ltd	Blue Cross Blue Shield of Texas
Americord	Bring Light and Sound LLC
Ameri-Dedicated Inc.	Broadridge ICS
Andrew Ferraro	BTC Media
Angel Bejarano Borrega	Building Image Group, Inc.
Aon Consulting Inc.	Built In Inc.
AON Risk Insurance Services West Inc.	Bureau Van Dijk Electronic Publishing Inc.
Applied Scale Technology	Business Wire Inc.
ARIBA INC	BWS Acoustics
Armstrong Moving Solutions San Antonio LLC	Calloway County Board of Education
Arrow Exterminators	Calvert Cafe LLC

Calvert City Municipal Water and Sewer	Comware
Canaan Convey Co Ltd	ConGlobal Industries LLC
Capital City Public Affairs LLC	Consero Global Solutions LLC
Capxon Electronics Shenzhen Co Ltd	Consilio LLC
Carolina Utility Customers Association	Constellation New Energy, Inc.
Carpet Capital Fire Protection Inc.	Container Monster LLC
Carpet Capital Multi-System Inc.	Convergint Technologies LLC
CCR Corp	CoreWeave Inc.
CDW Direct	Covert Chrysler Dodge Jeep Ram
CDW Middle East FZ LLC	Crescendo Collective LLC
CenturyLink	Crestline Solutions LLC
Cesar Gomez Martin	Critical Components Inc.
CFS Containers	Crystal Caverns Spring Water LLC
Chamber of Digital Commerce	Cunningham Golf and Utility Vehicles
Chapeau!	Cusip Global Services
Cherokee County Health Department	D16 LLC
Cherokee Well Drilling	Dakota Fire Protection Inc.
Chroma System Solutions, Inc.	Dalton Fence Company
Chubb	Dalton Service Inc.
Ciemat	Databricks, Inc.
CIOReview	Datasite LLC
Circular Technologies Inc.	David Herrington
Cision US Inc.	Davis Wright Tremaine LLP
Citadel Securities Corp Solutions	Denton Chamber of Commerce Inc.
City Electric Supply	Dentons Canada LLP
City of Bellevue – Tax Division	DHL Express (USA) Inc.
Cleerline Technology Group LLC	DigiCert Inc.
Cloudflare Inc.	Digi-key
CNA Insurance	Digital Asset Services Ltd
Cohen and Company LTD	Digital London Ltd
Coin Center Inc.	Digital Mountain Inc.
Coinbase Inc.	Dillon Eldridge
Coindesk Inc.	Distributed Ledger Inc.
Colo Properties Atlanta LLC	Dockery Auto Parts
Color Scapes Landscaping, Inc.	Dockzilla Co
Commercial Acoustics	Docusign Inc.
Common Desk Austin LLC	Dongguan Fa Site Electronic Technology Co
Compensation Advisory Partners, LLC	Ltd

Donnelley Financial Solutions  
DSV Air and Sea Inc.  
Eagle Promotions  
Eaton Corporation  
eCapital Advisors LLC  
Elasticsearch Inc.  
Electra Link Inc.  
Electric Power Engineers Inc.  
Electrical Com  
Elite Electric Company LLC  
Employer Solutions Resources LLC  
Engineered Fluids, Inc.  
EPIC ASIC Asia Limited  
Equisolve Inc  
ERI Economic Research Institute Inc.  
Ernest Industries Inc.  
Esteban LaSalle  
EvoTek  
Farm & Ranch Construction, LLC  
Farming with Stephanie LLC  
Fastenal Company  
Federico Bohn  
FedEx  
Felker Construction Company Inc.  
Fernando Manuel Sierra Pajuelo  
Fidelity Investments Institutional Operations  
Company LLC  
Financial Accounting Standards Board/  
Governmental Accounting Standards Board  
FINRA  
Fireblocks Inc.  
First Insurance Funding  
First National Capital LLC  
First-Line Fire Extinguisher Company  
Flexential Colorado Corp  
FlowTx  
ForensisGroup Inc.  
Forks Landscaping LLC  
Forum Communications Company  
Foshan Dilue Supply Chain Mgmt. Co Ltd  
Franchise Tax Board  
Free Transportation LLC  
FreightEx Logistics LLC  
Frontline Shredding Inc.  
Frost Brown Todd Attorneys LLC  
FS.Com Inc.  
FXSA  
G.I. Joe Landscaping, LLC  
Gagnon & Miceli Freight Inc.  
Genesis Custody Limited  
Gibson and Associates Inc.  
Gilmore Kramer Co  
GitHub Inc.  
Glaze Supply Company Inc.  
Goldstein and Lee PC  
GoodHire  
Goodway Group Inc.  
Google LLC  
Grand Forks Utility Billing  
Great Sports Inc.  
Greatland Corporation  
Green Business Certification, Inc.  
Greenhouse Software Inc.  
GreensLedge Capital Markets LLC  
Greyline Partners LLC  
Griffin C Simerly  
Guardian Life  
Gustavo Melo Belfort  
Hamin Kang  
Hannig Row Partnership  
Harper Construction Company, Inc.  
Heapy  
Hill and Wilkinson Construction Group Ltd  
HM Tech LLC  
Holland LLC  
Holloway Updike and Bellen Inc.  
HubSpot Inc.

Hudson Incentives Inc.  
Hughes Electric Paint & Supplies  
Human Rights Foundation  
Hurricane Electric LLC  
Hutchins Pallet Service, Inc.  
Hutchison and Steffen PLLC  
ICE Systems, Inc.  
ICI Mechanical LLC  
ICS Inc.  
IDC Research Inc.  
INE  
Integrated Networking Technologies LLC  
Integrity Door Solutions LLC  
Intralinks, Inc.  
Ironclad Inc.  
Jackie L Bryan  
Javier Lazaro Jareno  
JBM Office Solutions  
JCL Energy LLC  
Joaquin Pablo Gonzalez  
Jobot  
John Furner  
Jonathan Barrett 2012 Irrevocable Trust dated May 31 2012  
Juan Jose Galan Lopez  
K and E Lawn Service LLC  
Katz Marshall and Banks LLP  
Keith Larry Watkins  
Kenco Material Handling Solutions LLC  
Kentucky Cabinet for Economic Development  
Kesco Air Inc.  
Kilpatrick Townsend and Stockton LLP  
King Ford  
Kings Road RV Park LLC  
Know Agency  
KnowBe4 Inc.  
Labor Finders  
Lake Effect Traffic LLC  
Lancaster Safety Consulting, Inc.  
Landstar Ranger Inc.  
Lane Powell PC  
LANshack Com  
Larry Ledford  
Lenz LLC  
Level 3 Communications LLC  
LHC Capital Partners Inc.  
LHH Recruitment Solutions  
LinkedIn Corporation  
LiveView Technologies Inc.  
Lockton Insurance Brokers LLC  
Logistica CryptoMining Repair LLC  
LRN Corporation  
Lukka Inc.  
M & S Patterson, Inc.  
Manley Four Little Pigs Inc.  
Manning Land LLC  
Marco Technologies LLC  
Marshall County Battery and Golf Carts Inc.  
Marshall County Tax Administrator  
McMaster-Carr  
MDSI Inc.  
Mediant Communications Inc.  
Megaport USA Inc.  
Meridian Equipment Finance LLC  
Michael Cruz  
Microsoft Azure  
Mike Darling Films  
Miller Griffin and Marks PSC  
Mindset  
Mission Critical Facilities International, Inc.  
MJDII Architects Inc.  
MNP LLP  
Mobile Modular Portable Storage  
Monnit Corporation  
Monoprice Inc.  
M-RETS

MSC Industrial Supply Co.  
Murphy and Grantland PA  
Murco Inc.  
Muskogee City-County Port Authority  
Mustache Creative Studio  
Nancy C Sayers  
Nanning Dinggao Tech Limited  
National Association of Corp Directors  
Neeraj Agrawal  
Next Level Valet LLC  
NextLevel  
nference, Inc.  
Nicolas Carter  
Office of State Tax Commissioner  
Oklahoma Gas and Electric Company  
Oklahoma Tax Commission  
Okta Inc.  
Old Dominion Freight Line Inc.  
Old Republic National Title Ins. Co  
Omeir Cargo LLC  
Oncor Electric Delivery Company LLC  
Onestopmining Technologies Limited  
Onin Staffing, LLC  
OnlineComponents.com  
Oracle Capital LLC  
Orange Computers  
ORGDEV Limited  
Overhead Door Company of Clayton/  
Overhead Door Company of Tri State  
Parker Lynch  
Paulo Roberto Pereira de Souza Filho  
Pax ADR LLC  
Paycom Payroll LLC  
PeopleReady Inc.  
Pepsi MidAmerica  
Petter Business Systems  
Pioneer Abstract and Title Co of Muskogee  
Inc.  
Plant Tours Communications Company  
Platinum Platypus Inc.  
Premier Fire and Security Inc.  
Prime Mowing and Property Management  
LLC  
Pure Water Technology of the Tri State Area  
LLC  
Pye-Barker Fire and Safety LLC  
Q4 Inc.  
Quality Water Financial LLC  
Quik Print of Austin Inc.  
Rack and Shelving Consultants  
Radiant PPC LLC  
Raymond Pope  
RBI USA Customs Services LLC  
RC Ventures Inc.  
Recycling Equipment Corporation  
Red Moon 88 LLC  
Reffett Associates  
Regents Capital Corporation  
Reliance Telephone Systems  
Rezvani Mining LLC  
Robson Forensic Inc.  
Rockwell Automation Inc.  
Roman Krasiuks  
Ruric Inc.  
SafetySkills LLC  
SAGE Capital Investments, LLC  
Salary.com LLC  
Salesforce.com, Inc.  
Say Technologies LLC  
Scott Malewig  
Sebastian Javier Marconi  
Sharp Business Systems  
Sharptek  
Shermco Industries, Inc.  
Silver Fox Productions Inc.  
Silverpeak Special Situations Lending LP  
Slack Technologies LLC  
Smartsheet Inc.

Smoky Mountain BBQ Company LLC  
Solomon Corporation  
Southeastern System Services Inc.  
Southern Cargo LLC  
Spectrum Business  
SpectrumVoIP Inc.  
Spotless Cleaning  
Stafftax Financial LLC  
Standby Service Solutions LLC  
State of Tennessee Department of Revenue  
Stone Tower Air LLC  
Summit Energy Services Inc.  
Summit Funding Group Inc.  
Sunny Shah  
Sunnyside Consulting and Holdings Inc.  
SunValley Electric Supply  
SuperAcme Technology Hong Kong LTD  
Susan Oh Communications  
Synopsys Inc  
Synovus Bank  
Tag Resources LLC  
Tangent Energy Solutions Inc.  
Tango Lima, LP  
Tax Executives Institute Inc.  
TDIndustries Inc.  
Teague Nall and Perkins Inc.  
Technijian Inc.  
Technology Navigators LLC  
TechSource Global LLC  
Telecom Site Solutions LLC  
Telfi LLC  
Telles Global Consulting Inc.  
Temps Plus Inc.  
Tenaska Power Services Co  
Tenet Solutions  
Tennessee Valley Industrial Committee  
Texas Blockchain Council  
Texas Workforce Commission  
The Coindad LLC  
The Crown Restaurant  
The MacLellan  
The Specialty Company – TSC  
The Treadstone Group Inc.  
Thomson Reuters Tax and Accounting  
checkpoint  
Thycotic Software LLC  
Time Warner Cable  
Top Imprint Limited  
Tor Naerheim Brand Design LLC  
Total Quality Logistics LLC  
Tower Direct  
Trace3 LLC  
TRACS Manufacturing LLC  
Tractor and Palm Inc.  
Travis Asphalt  
Triangle Enterprises, Inc.  
Trilogy LLC  
TriNet COBRA  
Trinity Risk Solutions LLC  
True North Data Solutions US Inc.  
TXU Energy Retail Company LLC  
TY Properties  
U line  
United Capital Partners  
United Rentals North America Inc  
United Rentals North America Inc.  
University of California, San Diego  
UPS Supply Chain Solutions Inc.  
Upstate Containers LLC  
Validus Power Corp  
Vandco Equipment  
VCheck Global LLC  
Veriedge LLC  
Veritext LLC  
Vesco Toyota Lift  
VMS Security Cloud Inc.

Volt Management Corp  
Wachsman PR LLC  
Waste Disposal Solutions Inc.  
Waterlogic Americas LLC  
Wells and West Inc.  
WEX Health Inc.  
Whitfield Electric Motor Sales & Service, Inc.  
Whitney J Beauxis  
Widseth Smith Nolting and Associates, Inc.  
Williams Farm LLC  
Williams Marston LLC  
Wilson Built Fab Shop  
Workplace Solutions Inc.  
Young MFG Inc.  
Zendesk Inc.  
Zeus Mining Co Ltd  
Zimney Foster PC  
Ziply Fiber  
Zoom Video Communications Inc.  
ZoomInfo Technologies

**Schedule 2(z)**  
**Taxing Authorities**

Austin, TX Lease – existing office (Worksmith)  
Austin, TX Lease – new office (Riversouth)  
California Franchise Tax Board  
Cedarvale, TX  
Cherokee County Tax Collector (NC)  
City of Calvert City (Calvert City, KY)  
City of Denton, TX  
Colorado Department of Revenue  
Dalton-Whitfield Joint Development Authority; Carl Campbell, Executive Director  
Eddie McGuire, Marshall County Sheriff (Benton, KY)  
Georgia Department of Revenue  
Internal Revenue Service  
Jobe Ranch Family Limited Partnership, Lessor (11/15/2021)  
Kentucky Department of Revenue  
Kentucky State Treasurer  
King County Assessor (Seattle, WA)  
Marshall County (Kentucky) Department of Revenue  
Minnkota Power Cooperative  
ND Office of State Tax Commissioner  
North Carolina Department of Revenue  
North Dakota Department of Revenue  
North Dakota Office of State Tax Commissioner  
Oklahoma Department of Revenue  
State of Delaware – Division of Corporations  
Tennessee Department of Revenue  
Tennessee Valley Authority – Economic Development – Thomas Buehler (Calvert City)  
Texas Comptroller / Texas Comptroller – Sales & Use Tax  
Travis County, TX (Austin, TX HQ)  
US Customs and Border Protection  
Ward County Assessor (TX)  
Whitfield County Board of Assessors (Dalton, GA)

**Schedule 2(aa)**  
**Top 30 Unsecured Creditors**

AAF International  
Amazon Web Services Inc.  
Bergstrom Electric  
BRF Finance Co., LLC  
CDW Direct  
CES Corporation  
Cherokee County Tax Collector  
Cooley LLP  
Dalton Utilities  
DK Construction Company  
Duke Energy  
FlowTx  
Gensler  
Harper Construction Company, Inc.  
Herc Rentals  
Kentucky Department of Revenue  
LiveView Technologies Inc.  
Marshall County Sheriff  
McDermott Will and Emery LLP  
Moss Adams LLP  
OP  
Priority Power Management, LLC  
Reed Wells Benson and Company  
Securitas Security Services USA Inc.  
Shell Energy Solutions  
Sidley Austin LLP  
Tenaska Power Services Co  
Tenet Solutions  
Trilogy LLC  
U.S. Customs and Border Patrol

**Schedule 2(bb)****Top 100 Largest Unsecured Claims (Excluding Insiders)**

A to Z pest Control and Services	Gensler
AAF International	Globalization Partners LLC
AccuForce HR Solutions LLC	GreatAmerica Financial Services
Acme Tools	Grubhub Holdings Inc.
Altru Health System	Hannan Supply Company Inc.
Amazon Business	Herc Rentals
Amazon Web Services Inc.	IEWC Global Solutions
American Paper and Twine Co	Interstate Welding and Steel Supply
American Security and Protection Service LLC	J W Didado Electric LLC
AT&T	Jackson Purchase Energy Corporation
Averitt Express Inc.	Jacob John Novak
Bearden Industrial Supply	Kelly Services Inc.
Bergstrom Electric	Lattice
BlockFi Lending LLC	Libz Fin LLC
C & W Facility Services, Inc.	Lisa Ragan Customs Brokerage
C.H. Robinson Company, Inc.	Manpower
Callahan Mechanical Contractors Inc.	Marble Community Water System
Carolina Recycling & Consulting LLC	Marnoy Interests Ltd.
CES Corporation	Marshall County Sheriff
Charter Communications, Inc. (dba Spectrum)	MassMutual Asset Finance LLC
Cherokee County Tax Collector	Moss Adams LLP
City of Calvert City	Mountain Top Ice
Collier Electrical Service Inc.	Onyx Contractors Operations, LP
ComputerShare Inc.	Optilink
Condair Inc	Proctor Management
Dakota Carrier Network	Reed Wells Benson and Company
Data Sales Co Inc.	Regional Disposal and Metal LLC
Delaware Secretary of State	Resound Networks LLC
DJNR Interactive LLC	Ricks Rental Equipment
DK Construction Company	Robert Half Talent Solutions
Draffen Mart Inc.	Securitas Security Services USA Inc.
EPB of Chattanooga	Slalom LLC
Equinix Inc.	Snelling
Equipment Depot of Kentucky Inc.	Stonebriar Finance Holdings LLC
Frontier Communications America Inc.	Supreme Fiber LLC nb
	Technology Finance Corporation

Temps Plus of Paducah Inc.  
Tenaska Colocation Services LLC  
Tennessee Valley Authority  
Truckload Connections, LLC  
US Customs and Border Patrol  
Waste Path Services LLC  
Water Works C&R, LLC  
XC Container LLC  
ZetaMinusOne LLC

**Schedule 2(cc)****UCC Search Results and UCC Lien Search Results**

ACM ELF ST LLC	Humphrey & Associates, Inc.
Anchorage Lending CA, LLC	Humphrey & Associates, Inc.
Arctos Credit, LLC	Imperial Fire Protection, LLC
Bank Financial	Indigo Commercial Funding, LLC
Bank of the West	J.W. Didado
Barings BDC, Inc.	Jack Novak
Barings Capital Investment Corporation	Liberty Commercial Finance LLC
Barings Private Credit Corp.	Liberty Commercial Finance LLC (n/k/a as Wingspire Equipment Finance LLC)
BEAM Concrete Construction, Inc.	LML Services dba FlowTx
BlockFi Lending LLC	Maddox Industrial Transformer LLC
Bremer Bank, National Association	MassMutual Asset Finance LLC
Brown Corporation	McCarthy Building Companies Inc.
C T Corporation System, as Representative	McCarthy Building Companies, Inc.
Celsius Networks Lending LLC	McCorvey Sheet Metal Works, LP
CIT Bank, N.A.	McElroy Metal Mill, Inc. dba McElroy Metal
CM TFS LLC	MK Marlow Company, LLC
ComNet Communications, LLC	Morsco Supply LLC dba Morrison Supply Company
Condair Inc.	Network Cabling Services, Inc.
Consolidated Electrical Distributors, Inc. dba Sun Valley Electric Supply	North Mill Credit Trust
Contech Construction	NYDIG ABL LLC
Contech, Inc.	Pillar Electric
Convergint Technologies LLC	Power & Digital Infrastructure Corp.
Coonrod Electric Co., LLC	Power Engineering Services, Inc,
Corporation Service Company	Priority Power Management, LLC
Dell Financial Services L.L.C.	Silverpeak Credit Partners LP, as Collateral Agent
Elliot Electric Supply, Inc.	Stonebriar Commercial Finance LLC
GARIC INC.	Stonebriar Finance Holdings LLC
GARIC, INC.	Summit Electric Supply Co.
Gaylor Electric, Inc. d/b/a Gaylor, Inc.	Sure Steel – Texas, LP
Graybar Electric Company Inc.	T&D Moravits & Co.
Graybar Electric Company, Inc.	TCF National Bank
Harper Construction Company, Inc.	Texas AirSystems, LLC
Hollwood LLC	Toyota Industries Commercial Finance, Inc.
Housley Communications, Inc.	
Huband-Mantor Construction Inc.	

Trilogy

Trinity Capital Inc.

VFSOX, LLC

Way Mechanical

Wessely-Thompson Hardware, Inc.

Wingspire Equipment Finance, LLC

XPDI Merger SUB, Inc.

**Schedule 2(dd)**

**U.S. Attorney's Office for the Southern District of Texas**

Jennifer Lowery

**Schedule 2(ee)**

**United States Trustee and Staff for the Southern District of Texas – Region 7**

Alethea Caluza

Alicia Barcomb

Brian Henault

Christopher R. Travis

Christy Simmons

Clarissa Waxton

Glenn Otto

Gwen Smith

Ha Nguyen

Hector Duran

Ivette Gerhard

Jana Whitworth

Jayson B. Ruff

Kevin M. Epstein

Linda Motton

Luci Johnson-Davis

Millie Aponte Sall

Samantha Chilton

Stephen Statham

Steven Whitehurst

Valerie Goodwin

Yasmine Rivera

**Schedule 2(ff)**

**Utility Providers and Utility Brokers**

Alpha Waste	Xcel Energy, Inc.
BalsamWest Fiber Net	
Calvert City Hall (Kentucky)	
Carolina Recycling	
CenturyLink	
Charter Communications, Inc. (dba Spectrum)	
Cogent Communications	
Countrywide Sanitation Co	
Dakota Carrier Network	
Dalton Utilities	
Dellcom (Dell Telephone)	
Denton Municipal Electric	
Dialog Telecommunications	
Digital Realty	
Dobson Fiber	
Duke Energy	
Duke Energy Carolinas	
Duke Energy Carolinas, LLC	
Frontier Communications	
GlobalGig	
Internal/Resound Networks	
Level 3 Communications LLC	
Logix Fiber Networks	
Lumen/CenturyLink	
Marble Community	
Murphy Electric Power Board	
NODAK Electric Cooperative	
Optilink	
Regional Waste	
Resound Networks	
Shell Energy Solutions	
Starlink	
TanMar Rentals, LLC	
Tennessee Valley Authority	
Time Warner Cable	
Windstream Communications	

**Schedule 3**  
**Conflicts Results**

The results listed on this **Schedule 3** are the product of implementing the Firm Procedures described in the Meyer Declaration and are based on the relationship of the indicated persons, entities, or their affiliates with the Official Equity Committee and V&E.

### **Creditors, Stakeholders, and Other Parties in Interest**

V&E has previously represented, may currently represent, and may in the future represent, creditors, stakeholders, and other parties in interest and/or affiliates thereof in matters unrelated to the Debtors, as follows:

1A Smart Start LLC	Google LLC
American Infrastructure MLP Fund, L.P.	Hi-Crush
AP Shale Logistics Holdco LLC	High Road Resources, LLC
Apex Energy, LLC	ICG Rayford Partners, LP
Apollo Capital Management	IonicBlue Partners LLC
Arthur Kill Terminal TopCo, LLC	Jupiter Resources Inc.
Bank of America Securities LLC	Kayne Private Energy Income Fund II, L.P.
Bank of America, N.A.	Kraken Oil & Gas II LLC
Belvedere Royalties LLC	Labora Group, Inc.
Big Ass Fans LLC	Loews Corporation and affiliates
BlackRock Financial Management, Inc.	Michael & Susan Dell Foundation
BofA Securities, Inc.	Microsoft Corporation
BofA Securities, Inc.	Momentum Minerals II, LLC
Casillas Petroleum Corporation	Momentum Minerals, LLC
Caterpillar Inc.	NextEra Energy, Inc.
Chisholm Oil and Gas, LLC	Northwoods Energy
Chubb Limited and affiliates	Oncor Electric Delivery Company
CIT Finance LLC	OneOK, Inc.
City Electric Supply Company	Oracle Corporation
Coinbase Global Inc.	Paycom Software, Inc.
CSV Midstream Solutions Corporation	Pegasus Optimization Partners, LLC
Deloitte & Touche L.L.P.	Pinedale Energy Partners, LLC
Double Eagle Energy Holdings II LLC	PricewaterhouseCoopers LLP
Double Eagle Energy Holdings III LLC	Radar, LLC
Double Eagle Energy Holdings, LLC	RC Ventures LLC
Draeger US Interlock, LLC	Resource Energy Partners LLC
DSV Air & Sea Inc.	Roundtable Energy Holdings, LLC
Emory Peak Holdings, LLC	Royal Bank of Canada
EP Energy LLC	Sabinal Energy Operating, LLC
ES Platform Holdings, Inc.	Sapphire Gas Solutions LLC
Floating Infrastructure Holdings LLC	Sempra Energy, Inc.
Flywheel Bakken, LLC	SHD Oil & Gas, LLC
Freestone Midstream Holdings, LLC	Spartan Acquisition Corp. II
Gastar Exploration Inc.	Spartan Energy Acquisition Corp.

Special Litigation Committee of the Board of  
Directors of Las Vegas Sands Corp.

Takkion Group LLC

Takkion Holdings LLC

Takkion TP&L Holdings LLC

Talos Energy LLC

Talos Energy LLC

Terra Energy Holdings LLC

TOPS Holdings, LLC

Tumbleweed Royalties, LLC

Tumbleweed Royalty II, LLC

U.S. Bancorp (Additional Client in Open  
Matter)

U.S. Bank N.A.

Validus Energy Holdings LLC

Van Buren Energy, LLC

Venerable Holdings Senior Management  
Team

Vista Equity Partners Management, LLC

Vistra Corp.

Vital Energy, Inc.

Windstream Communications, LLC

Wolfcamp Drillco LLC

Woodville Pellets, LLC

**EXHIBIT B-2**

**Wall Declaration**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

<b>In re:</b>	§	<b>Chapter 11</b>
<b>CORE SCIENTIFIC, INC., et al.,</b>	§	<b>Case No. 22-90341 (DRJ)</b>
	§	<b>(Jointly Administered)</b>
<b>Debtors.<sup>1</sup></b>	§	
	§	
	§	

**DECLARATION OF DOUGLAS S. WALL  
IN SUPPORT OF APPLICATION FOR ENTRY  
OF AN ORDER AUTHORIZING THE RETENTION AND  
EMPLOYMENT OF VINSON & ELKINS LLP AS COUNSEL  
FOR THE OFFICIAL COMMITTEE OF EQUITY SECURITY HOLDERS**

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I, Douglas S. Wall, hereby declare under penalty of perjury that the following is true and correct:

1. I am an authorized signatory of the above-captioned Official Committee of Equity Security Holders (the “*Official Equity Committee*”).<sup>2</sup> I have been appointed by the Official Equity Committee to serve as a responsible officer of the Official Equity Committee and an authorized signatory. In such capacity, I am generally familiar with the day-to-day operations of the Official Equity Committee and am authorized to submit this declaration (the “*Declaration*”).

2. I submit this Declaration in support of the *Application for Entry of an Order Authorizing the Retention and Employment of Vinson & Elkins LLP as Counsel for the Official*

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Core Scientific Mining LLC (6971); Core Scientific, Inc. (3837); Core Scientific Acquired Mining LLC (6074); Core Scientific Operating Company (5526); Radar Relay, Inc. (0496); Core Scientific Specialty Mining (Oklahoma) LLC (4327); American Property Acquisition, LLC (0825); Starboard Capital LLC (6677); RADAR LLC (5106); American Property Acquisitions I, LLC (9717); and American Property Acquisitions, VII, LLC (3198). The Debtors’ corporate headquarters and service address is 210 Barton Springs Road, Suite 300, Austin, Texas 78704.

<sup>2</sup> Capitalized terms used but not otherwise defined herein have the meanings set forth in the Application.

*Committee of Equity Security Holders Effective As of March 30, 2023* (the “*Application*”). Except as otherwise noted, I have personal knowledge of the matters set forth herein.

### **V&E’S QUALIFICATIONS**

3. The Official Equity Committee seeks to retain V&E because, among other reasons, (a) V&E has extensive experience and knowledge in the field of debtors’ protections, creditors’ rights, and business reorganizations under chapter 11 of the Bankruptcy Code, (b) V&E is widely recognized as one of the world’s leading legal advisors, (c) V&E has extensive experience and knowledge in handling corporate, capital markets, debt restructuring, and other transactions for companies in a variety of industries, and (d) V&E has significant experience acting as legal counsel to debtors, creditors, and equity security holders in complex chapter 11 cases before the Court.

### **RATE STRUCTURE**

4. The Official Equity Committee is responsible for, among other things, supervising the costs of counsel retained by the Official Equity Committee. The Official Equity Committee is also responsible for reviewing the invoices regularly submitted by V&E, and has been informed by V&E that the hourly rates disclosed by V&E in the Application and in the *Declaration of David S. Meyer in Support of Application for Entry of an Order Authorizing the Retention and Employment of Vinson & Elkins LLP as Counsel for the Official Committee of Equity Security Holders* (the “**Meyer Declaration**”) are the hourly rates that will be charged by V&E throughout the pendency of these chapter 11 cases.

### **COST SUPERVISION**

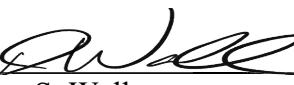
5. The Official Equity Committee has approved V&E’s prospective budget and staffing plan for the period from March 30, 2023 through June 7, 2023, recognizing that in the course of complex chapter 11 cases like these, it is possible that there may be unforeseen fees and

expenses that will need to be addressed by the Official Equity Committee and V&E. The Official Equity Committee further recognizes that it has a responsibility to closely monitor V&E's billing practices to ensure the fees and expenses paid by the Debtors' estates remain consistent with the Official Equity Committee's expectations, the EC Fee Cap (as defined in the OEC Appointment Order), and the exigencies of these chapter 11 cases. The Official Equity Committee will continue to review V&E's monthly fee statements, and, together with V&E, amend the budget and staffing plans periodically, as needed.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Dated: April 28, 2023  
Dallas, Texas

Respectfully submitted,

/s/ 

Douglas S. Wall  
Authorized Signatory  
Official Committee of Equity Security Holders